



**長城環亞控股有限公司**  
GREAT WALL PAN ASIA HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)  
(Stock Code 股份代號 : 583)

**2017 Annual Report**  
年度報告

# 長城 環亞



# CONTENTS

## 目錄

|     |  |            |
|-----|--|------------|
| 2   | CORPORATE INFORMATION                          | 公司資料       |
| 8   | CHAIRMAN'S STATEMENT                           | 主席報告書      |
| 14  | DIRECTORS AND SENIOR MANAGEMENT                | 董事及高級管理層   |
| 20  | MANAGEMENT DISCUSSION AND ANALYSIS             | 管理層討論及分析   |
| 30  | CORPORATE GOVERNANCE REPORT                    | 企業管治報告     |
| 60  | DIRECTORS' REPORT                              | 董事會報告      |
| 78  | ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT    | 環境、社會及管治報告 |
| 97  | INDEPENDENT AUDITOR'S REPORT                   | 獨立核數師報告    |
| 104 | AUDITED CONSOLIDATED FINANCIAL STATEMENTS      | 經審核綜合財務報表  |
| 111 | NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS | 綜合財務報表附註   |
| 196 | FIVE-YEAR FINANCIAL SUMMARY                    | 五年財務摘要     |

# CORPORATE INFORMATION

## 公司資料

(as at 17 April 2018)  
(於二零一八年四月十七日)

### Board of Directors

#### Executive Directors

Mr. Ou Peng (*Chairman and Chief Executive Officer*)  
Mr. Meng Xuefeng (*Deputy Chief Executive Officer*)

#### Non-executive Directors

Mr. Huang Hu  
Ms. Lv Jia

#### Independent Non-executive Directors

Dr. Song Ming  
Dr. Sun Mingchun  
Mr. Woo Chin Wan

### Audit Committee

Mr. Woo Chin Wan (*Chairman*)  
Mr. Huang Hu  
Dr. Song Ming

### Remuneration Committee

Dr. Song Ming (*Chairman*)  
Mr. Meng Xuefeng  
Dr. Sun Mingchun

### Nomination Committee

Mr. Ou Peng (*Chairman*)  
Dr. Song Ming  
Dr. Sun Mingchun

### 董事會

#### 執行董事

歐鵬先生 (*主席兼行政總裁*)  
孟雪峰先生 (*副行政總裁*)

#### 非執行董事

黃虎先生  
呂佳女士

#### 獨立非執行董事

宋敏博士  
孫明春博士  
胡展雲先生

### 審核委員會

胡展雲先生 (*主席*)  
黃虎先生  
宋敏博士

### 薪酬委員會

宋敏博士 (*主席*)  
孟雪峰先生  
孫明春博士

### 提名委員會

歐鵬先生 (*主席*)  
宋敏博士  
孫明春博士

# CORPORATE INFORMATION

## 公司資料

(as at 17 April 2018)  
(於二零一八年四月十七日)

### Shareholder Information Online

www.gwpaholdings.com

Our website has up-to-date information about our Company including financial information, corporate communications and other corporate information

### Authorised Representatives

Mr. Meng Xuefeng  
Ms. Zheng Yuanyuan

### Company Secretary

Ms. Zheng Yuanyuan

### Principal Share Registrar and Transfer Agent

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building, 69 Pitts Bay Road  
Pembroke HM08, Bermuda

### Hong Kong Branch Share Registrar

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East, Wan Chai, Hong Kong

### Registered Office in Bermuda

Canon's Court, 22 Victoria Street  
Hamilton HM12, Bermuda

### Head Office and Principal Place of Business in Hong Kong

Units 6507-6510, 65/F., The Center  
99 Queen's Road Central, Hong Kong

### Stock Listing

Listed on the Main Board of the Hong Kong Stock Exchange  
Stock Code: 583

### 網上股東資料

www.gwpaholdings.com

本公司網站已登載有關本公司之最新資料，包括財務資料、公司通訊及其他公司資料

### 法定代表

孟雪峰先生  
鄭遠遠女士

### 公司秘書

鄭遠遠女士

### 主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building, 69 Pitts Bay Road  
Pembroke HM08, Bermuda

### 香港股份過戶登記分處

香港中央證券登記有限公司  
香港灣仔皇后大道東183號  
合和中心17M樓

### 百慕達註冊辦事處

Canon's Court, 22 Victoria Street  
Hamilton HM12, Bermuda

### 總辦事處及於香港之主要營業地點

香港皇后大道中99號  
中環中心65樓6507-6510室

### 股份上市資料

在香港聯合交易所主板上市  
股份代號：583

# CORPORATE INFORMATION

## 公司資料

(as at 17 April 2018)  
(於二零一八年四月十七日)

### Principal Bankers

1. The Hongkong and Shanghai Banking Corporation Limited  
1 Queen's Road Central, Hong Kong
2. Bank of China (Hong Kong) Limited  
1 Garden Road, Hong Kong
3. Industrial and Commercial Bank of China (Asia) Limited  
33/F, ICBC Tower, 3 Garden Road, Central, Hong Kong
4. China Construction Bank (Asia) Corporation Limited  
28/F, CCB Tower, 3 Connaught Road Central, Central, Hong Kong
5. Agricultural Bank of China Limited Hong Kong Branch  
25/F., Agricultural Bank of China Tower, 50 Connaught Road Central, Hong Kong
6. Bank of China Limited, Macau Branch  
Bank of China Building, Avenida Doutor Mario Soares, Macau

### Hong Kong Legal Adviser

Iu, Lai & Li Solicitors & Notaries  
Rooms 2201, 2201A & 2202  
22nd Floor, Tower I  
Admiralty Centre  
No. 18 Harcourt Road  
Hong Kong

### 主要往來銀行

1. 香港上海滙豐銀行有限公司  
香港皇后大道中1號
2. 中國銀行(香港)有限公司  
香港花園道1號
3. 中國工商銀行(亞洲)有限公司  
香港中環花園道3號中國工商銀行大廈33樓
4. 中國建設銀行(亞洲)股份有限公司  
香港中環干諾道中3號中國建設銀行大廈28樓
5. 中國農業銀行香港分行  
香港中環干諾道中50號中國農業銀行大廈25樓
6. 中國銀行股份有限公司澳門分行  
澳門蘇亞利斯博士大馬路中國銀行大廈

### 香港法律顧問

姚黎李律師行  
香港  
夏慤道18號  
海富中心  
一座22樓  
2201室·2201A室及2202室

# CORPORATE INFORMATION

## 公司資料

(as at 17 April 2018)  
(於二零一八年四月十七日)

### Auditors

PricewaterhouseCoopers  
Certified Public Accountants  
22/F, Prince's Building  
Central, Hong Kong

### 核數師

羅兵咸永道會計師事務所  
香港執業會計師  
香港中環  
太子大廈22樓







# CHAIRMAN'S STATEMENT

## 主席報告書

Dear Shareholders,

On behalf of the Board of Directors of Great Wall Pan Asia Holdings Limited (hereinafter referred to as the “**Company**”, together with its subsidiaries, the “**Group**”), I am pleased to report that we continued to successfully execute our strategic objectives in year 2017.

### Financial Results

During the year under review, the Group recorded a total revenue of approximately HK\$123.0 million and the consolidated net profit attributable to shareholders of the Group for the year ended 31 December 2017 was approximately HK\$249.2 million, which included approximately HK\$221.0 million fair value gain on investment properties. Carving out this exceptional item, the consolidated net profit attributable to shareholders for the year ended 31 December 2017 amounted to approximately HK\$28.2 million, representing an increase of 97.8% as compared with HK\$14.2 million in 2016. The increase in net profit was mainly due to the revenue growth from financial services segment generated during the year compared with corresponding period.

各位股東：

本人謹代表長城環亞控股有限公司\*（以下簡稱為「**本公司**」，連同其附屬公司統稱為「**本集團**」）董事會欣然報告，我們繼續於二零一七年成功實行戰略目標。

### 財務業績

於回顧年度，本集團錄得收益總額約123.0百萬港元，而截至二零一七年十二月三十一日止年度之本集團股東應佔綜合淨盈利為約249.2百萬港元，其中包括約221.0百萬港元之投資物業公平值收益。倘撇除此特別項目，截至二零一七年十二月三十一日止年度之股東應佔綜合淨盈利約為28.2百萬港元，較二零一六年之14.2百萬港元增長97.8%。淨盈利增加之主要原因為於年內產生之金融服務分部收益與同期相比有所增長。

\* For identification purpose only

\* 僅供識別

# CHAIRMAN'S STATEMENT

## 主席報告書

### Property Investment

During the year 2017, the Group's property investment segment continued to contribute stable rental income and profit to the Group by maintaining satisfactory occupancy rates of and income from the four investment properties in Hong Kong, comprising of certain floors of the Bank of America Tower in Admiralty, Yue King Building in Causeway Bay, Ko Fai Industrial Building in Yau Tong and Sea View Estate in North Point. These investment properties recorded an aggregate property revaluation gain of HK\$221.0 million during the year, which was benefited from the robust property market in Hong Kong.

The Group has made substantial steps in improving its existing positions within the property industry in Hong Kong by investing, through a joint venture, in a diversified retail portfolio in Hong Kong. The portfolio comprises a number of strategically-located commercial properties and shopping centres, plazas and carparks across Hong Kong that sit in the heart of densely-populated communities and in close proximity to Mass Transit Railway stations. This transaction marks a new milestone for the Group in gaining sizeable retail presence in Hong Kong. Through such investment, the Group also enjoys an exclusive right to acquire one of the commercial properties in the portfolio, and such possible acquisition, if materialised, will enable the Group to further expand its investment property business, thereby creating additional source of revenue and enhancing its profitability.

With the recent record high prices on prime Hong Kong commercial property sites, our Hong Kong investment property portfolio will continue to benefit from this upward trend.

### 物業投資

於二零一七年，本集團之物業投資分部繼續透過維持其位於香港的四項投資物業之理想出租率及收入，為本集團貢獻穩定之租金收入及盈利，該等物業包括金鐘美國銀行中心、銅鑼灣愉景樓、油塘高輝工業大廈及北角海景大廈之若干樓層。受益於香港穩健之物業市場，該等投資物業於年內錄得物業重估收益總額221.0百萬港元。

本集團透過一家合資企業，投資位於香港之多元化零售組合，為提升其於香港物業行業的現有地位採取了重要的舉措。該項囊括位於香港戰略位置的多座商業物業及購物中心、商場及停車場之物業組合，均坐落於人口稠密之社區及毗鄰港鐵站。此項交易標誌本集團於香港獲得大型零售市場份額之新里程碑。透過此項投資，本集團亦享有專屬權利收購投資組合內其中一項商業物業，而該項可能之收購（倘落實）將令本集團能進一步擴大其投資物業業務，並從而創造額外之收入來源並提高其盈利能力。

隨著近來香港主要商業地段之價格創下歷史新高，我們之香港投資物業組合將繼續受益於此上升趨勢。

# CHAIRMAN'S STATEMENT

## 主席報告書

### Integrated Financial Services

In 2017, the Group has accomplished its strategic objective of transforming the Group into a conglomerate with businesses of property investment and integrated financial services through acquisition of two licensed corporations, which are licensed to carry out Type 1 (dealing in securities) (restricted by certain conditions), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”) in Hong Kong, with well-established platform of Qualified Foreign Limited Partners under the Shen Zhen Qian Hai’s pilot scheme in the People’s Republic of China (the “PRC”).

To further cope with the development strategies of expanding the Group’s business scope into the financial services in Hong Kong, Great Wall Pan Asia Securities Limited, a wholly-subsiary of the Company, has submitted application to the Securities and Futures Commission (“SFC”) for a licence to carry out Type 1 (dealing in securities) regulated activity under the SFO, which will be principally engaged in securities brokerage and margin finance business after such license is granted by the SFC. Further announcement to update the shareholders on the status of the application for the licence will be made by the Company in due course.

These developments are in line with the Group’s strategic plan and constitute an important step towards the diversification of its business to provision of financial services. It is proven that these developments have provided a strong foothold for the Group to extend its business presence in the financial services industry and further broaden its source of income.

### 綜合金融服務

於二零一七年，本集團透過收購兩家持牌企業（該等企業均為根據香港法例第571章之證券及期貨條例（「證券及期貨條例」）獲准在香港從事第1類（證券交易）（受若干條件限制）、第4類（就證券提供意見）、第6類（就機構融資提供意見）及第9類（提供資產管理）受規管活動之持牌法團，以及具備中華人民共和國（「中國」）深圳前海合資格外資有限合夥人試點計劃的完善平台）完成其戰略目標，將本集團轉型成為一家包含物業投資及綜合金融服務業務在內的綜合性公司。

為進一步配合將本集團業務範圍擴展至香港金融服務業的發展策略，本公司之全資附屬公司長城環亞證券有限公司已向證券及期貨事務監察委員會（「證監會」）提交從事證券及期貨條例下之第1類（證券交易）受規管活動的申請，並將於證監會授出該牌照後主要從事經紀及孖展融資業務。本公司將適時作出進一步公告以為其股東提供牌照申請的最新情況。

該等發展符合本集團之戰略計劃，並構成業務邁向多元化至提供金融服務的重要一步。該等發展確實地為本集團擴大其於金融服務業之業務範圍及進一步拓展其收入來源提供了堅實之基礎。

# CHAIRMAN'S STATEMENT

## 主席報告書

Looking forward, leveraging on Types 1, 4, 6 and 9 licences under the SFO and the money lenders licence that the Group possess, the Group will fully promote the interconnection between its financing and investment business and licensed business, and achieve synergic development of the three major licensed business platforms, namely “securities”, “corporate finance” and “asset management”.

Moreover, the Group will actively seize the investment opportunities in expanding its scope of businesses and exploring potential investment projects by continuously leveraging on the brand of China Great Wall Asset Management Co., Ltd. (a financial conglomerate engaged in a broad range of integrated financial services) (“**GWAMCC**”). With the support and experience of the Group's controlling shareholder, the Board and the management of the Company are committed to expanding prudently and thoroughly the Group's property investment and financial services businesses to generate favourable investment returns to our shareholders.

On behalf of the Board, I would like to express the Board's sincere gratitude to all our shareholders, investors, customers and business partners for their continuous support and to express my appreciation to my fellow Directors, management and all the staff of the Company, who have contributed substantially to our success, for their hard work, dedication and contribution throughout the year.

**Mr. Ou Peng**

*Chairman of the Board and Chief Executive Officer*

26 March 2018

展望未來，憑藉本集團擁有證券及期貨條例項下第1、4、6及9類牌照及放債人牌照，本集團全面運用其投融資業務與牌照業務間的兩手互動，並力爭實現集「證券」、「企業融資」及「資產管理」三大主要持牌業務分部之協同發展。

此外，本集團將積極抓緊投資機會以拓展其業務領域，並透過持續地充份利用中國長城資產管理股份有限公司（一間從事廣泛綜合金融服務之金融集團）（「**中國長城資產**」）之品牌發掘潛在可發展項目。憑藉本集團控股股東的支持和經驗，本公司董事會及管理層致力於審慎且周全地擴展本集團之物業投資及金融服務業務，從而為我們的股東帶來優厚的投資回報。

本人謹代表董事會向全體股東、投資者、客戶及商業夥伴致以衷心之謝意，感謝彼等的持續支持，並對為我們之成功作出巨大貢獻的本公司各董事、管理層及全體員工於年內之辛勞、付出及貢獻表示感謝。

**歐鵬先生**

*董事會主席兼行政總裁*

二零一八年三月二十六日





# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層

### Executive Directors

**Mr. Ou Peng**, aged 45, has been our executive Director since 5 November 2016, and the Chairman of the Board and the Chief Executive Officer of the Company since 9 November 2016. He is also the chairman of the nomination committee of the Company since 5 November 2016. Mr. Ou is currently also a director of various subsidiaries of the Company. Mr. Ou holds a Master degree in Economics from Jinan University. From February 2000 to May 2010, he worked in the Guangzhou office of China Great Wall Asset Management Co., Ltd. (“**GW Guangzhou Office**”), and served as senior manager of the business development department of GW Guangzhou Office from June 2009 to May 2010. From June 2010, Mr. Ou has worked in China Great Wall AMC (International) Holdings Company Limited (“**Great Wall International**”), and had served as chief risk officer. Mr. Ou held the positions of deputy general manager of Great Wall International from December 2013 to February 2015, director of Great Wall International since January 2015 and general manager of Great Wall International since February 2015. Mr. Ou is currently a vice chairman of both the Chinese Financial Association of Hong Kong and The Listed Companies Council of the Hong Kong Chinese Enterprises Association.

**Mr. Meng Xuefeng**, aged 47, has been an executive Director and a member of the remuneration committee of the Company since 5 November 2016, and a Deputy Chief Executive Officer since 22 March 2017. Mr. Meng is currently also a director of various subsidiaries of the Company. Mr. Meng holds a Master degree in economics from Jinan University. From 2000 to June 2006, Mr. Meng worked in GW Guangzhou Office, and served as deputy director of the business development department of GW Guangzhou Office from May 2005 to June 2006. From June 2006 to July 2010, Mr. Meng served as director of Guangdong Zhongchangxin Investment Management Co., Ltd.\* (廣東中長信投資管理有限公司). From July 2010 to February 2012, Mr. Meng held the position of senior deputy manager and senior manager of the assets operation department of GW Guangzhou Office. From February 2012 to March 2015, Mr. Meng served as senior manager of the intermediary business department of GW Guangzhou Office, where he also once acted as senior manager of the second intermediary business department. From March 2015 to July 2017, Mr. Meng served as senior manager of Great Wall International and has served as deputy general manager of Great Wall International since July 2017.

\* For identification purpose only

### 執行董事

**歐鵬先生**，45歲，自二零一六年十一月五日起為我們的執行董事，並自二零一六年十一月九日起為本公司董事會主席兼行政總裁。彼亦自二零一六年十一月五日起出任本公司提名委員會主席。歐先生目前亦為本公司若干附屬公司的董事。歐先生擁有暨南大學經濟學碩士學位。自二零零零年二月至二零一零年五月，彼任職於中國長城資產管理股份有限公司廣州辦事處（「**長城廣州辦事處**」），並於二零零九年六月至二零一零年五月，擔任長城廣州辦事處業務拓展部高級經理。二零一零年六月起，歐先生任職於中國長城資產（國際）控股有限公司（「**長城國際**」），並曾擔任長城國際風險總監。歐先生於二零一三年十二月至二零一五年二月擔任長城國際副總經理，二零一五年一月至今擔任長城國際董事，二零一五年二月至今擔任長城國際總經理。歐先生目前為香港中國金融協會副主席及香港中國企業協會上市委員會副主席。

**孟雪峰先生**，47歲，自二零一六年十一月五日起為本公司執行董事及薪酬委員會成員，並自二零一七年三月二十二日起為副行政總裁。孟先生目前亦為本公司若干附屬公司的董事。孟先生擁有暨南大學經濟學碩士學位。自二零零零年至二零零六年六月，孟先生任職於長城廣州辦事處，並於二零零五年五月至二零零六年六月擔任長城廣州辦事處業務拓展部副處長。於二零零六年六月至二零一零年七月，孟先生擔任廣東中長信投資管理有限公司董事。於二零一零年七月至二零一二年二月，孟先生曾擔任長城廣州辦事處資產經營部高級副經理及高級經理。於二零一二年二月至二零一五年三月，孟先生擔任長城廣州辦事處中間業務部高級經理，並曾兼任中間業務二部高級經理。於二零一五年三月至二零一七年七月，孟先生任職長城國際高級經理，並自二零一七年七月起任長城國際副總經理。

\* 僅供識別

# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層

### Non-executive Directors

**Mr. Huang Hu**, aged 54, was born in Ledong County, Hainan Province, and graduated from postgraduate course. He has engaged in finance-related work since August 1983, and obtained the title of senior economist in 1998. He holds a Master degree in Business Administration from Cheung Kong Graduate School of Business, and has investigated and studied asset management and investment banking business in the United States of America, United Kingdom, Germany and Japan. He has been a non-executive Director and a member of the audit committee of the Company since 5 November 2016. From August 1983 to October 1995, Mr. Huang served as deputy division chief, division chief of human resources department, assistant to director and deputy director of human resources department (in charge of comprehensive work) in Guangdong branch of Agricultural Bank of China (“**ABChina**”). From October 1995 to October 1996, he served as deputy governor and Party member in Guangdong Province Jiangmen branch of ABChina, and governor of Jiangmen Waihai sub-branch. From October 1996 to June 1998, he served as Party member in Guangzhou branch and Party secretary in Guangzhou Suixi sub-branch of ABChina. From June 1998 to December 1999, he served as Party secretary to the governor in Guangdong Province Shaoguan branch. From December 1999 to January 2007, he served as deputy general manager, Party member and secretary of the Commission for discipline inspection of GW Guangzhou Office. From January 2007 to January 2014, Mr. Huang served as general manager and Party secretary of the Haikou office of China Great Wall Asset Management Co., Ltd. Since January 2014, Mr. Huang has served as supervisor and chief supervisor of Great Wall Financing Assurance Co., Ltd.\* (長城融資擔保有限公司), while also holding the positions of supervisor and vice chairman of the supervisory committee of Great Wall Xinsheng Trust Co., Ltd. (長城新盛信託有限責任公司). Since May 2015, he has served as director of Great Wall Guofu Real Estate Co., Ltd.\* (長城國富置業有限公司). Since June 2015, he has served as director of Great Wall International.

\* For identification purpose only

### 非執行董事

**黃虎先生**，54歲，生於海南省樂東縣，研究生畢業。一九八三年八月起參加金融工作，一九九八年獲得高級經濟師職稱，擁有長江商學院工商管理碩士學位，曾經赴美國、英國、德國及日本考察和學習進修金融資產管理和投資銀行業務。彼自二零一六年十一月五日起為本公司非執行董事及審核委員會成員。黃先生曾經於一九八三年八月至一九九五年十月任中國農業銀行（「**農行**」）廣東省分行人事處幹部科副科長、科長、人事處處長助理、副處長（主持全面工作）；一九九五年十月至一九九六年十月任農行廣東省江門市分行副行長、黨組成員兼江門市外海支行行長；一九九六年十月至一九九八年六月任農行廣州分行黨委委員、廣州穗西支行行長黨組書記；一九九八年六月至一九九九年十二月任農行廣東省韶關市分行行長黨組書記；一九九九年十二月至二零零七年一月任長城廣州辦事處副總經理、黨委委員兼紀委書記；二零零七年一月至二零一四年一月任中國長城資產管理股份有限公司海口辦事處總經理、黨委書記；二零一四年一月至今，黃先生擔任長城融資擔保有限公司監事及監事長，同期兼任長城新盛信託有限責任公司監事及監事會副主席；二零一五年五月至今擔任長城國富置業有限公司董事；二零一五年六月至今擔任長城國際董事。

\* 僅供識別



# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層

**Ms. Lv Jia**, aged 43, has been our non-executive Director since 5 November 2016. Ms. Lv holds a Master degree in Management from Beijing Technology and Business University. From December 2007 to January 2011, Ms. Lv served as chief financial officer of Golden Credit Rating International Co., Ltd. (東方金誠國際信用評估有限公司). From January 2011 to December 2011, she served as vice president and chief financial officer of Golden Credit Rating International Co., Ltd. (東方金誠國際信用評估有限公司). From December 2011 to June 2013, Ms. Lv worked as general manager assistant in the subsidiaries management department (formerly known as division synergy department) of China Great Wall Asset Management Co., Ltd., where she has remained as deputy general manager of the department since June 2013.

### Independent Non-executive Directors

**Dr. Song Ming**, aged 56, was appointed as an independent non-executive Director, chairman of the remuneration committee, a member of the audit committee and a member of the nomination committee of the Company on 5 November 2016. Dr. Song graduated from Zhejiang University in July 1982 with a bachelor degree in applied mathematics. Dr. Song obtained his master degree in applied mathematics from Huazhong University of Science and Technology (formerly known as Huazhong Institute of Technology), and was awarded a doctorate by Ohio State University. He has over 25 years of experience in the research of bank regulation and management, financial market, derivatives and macroeconomics. Dr. Song was employed by the school of economics and finance of the University of Hong Kong since 1997 and is currently a professor at the university. Between 1991 and 1997, Dr. Song was the associate professor and assistant professor at the department of economics, Cleveland State University. Dr. Song is currently the director of Centre for China Financial Research and the associate director of the Institute for China and Global Development at the University of Hong Kong, and the vice chairman of the Chinese Financial Association of Hong Kong. Dr. Song has been heavily involved in various academic conferences, researches and consultation projects. Dr. Song is currently an independent non-executive director of Wuzhou International Holdings Limited (stock code: 1369), The United Laboratories International Holdings Limited (stock code: 3933) and Guotai Junan International Holdings Limited (stock code: 1788), all of which are listed on the Main Board of the Stock Exchange. In addition, Dr. Song is also an independent director of Tande Co., Ltd. (stock code: 600665), a company listed on the Shanghai Stock Exchange.

**呂佳女士**，43歲，自二零一六年十一月五日起為我們的非執行董事。呂女士擁有北京工商大學管理學碩士學位。於二零零七年十二月至二零一一年一月，呂女士就職於東方金誠國際信用評估有限公司，擔任財務總監。二零一一年一月至二零一一年十二月，彼擔任東方金誠國際信用評估有限公司副總裁兼財務總監。二零一一年十二月至二零一三年六月，呂女士於中國長城資產管理股份有限公司子公司管理部（前稱機構協同部）任總經理助理，並於二零一三年六月至今任該部門副總經理。

### 獨立非執行董事

**宋敏博士**，56歲，於二零一六年十一月五日獲委任為本公司獨立非執行董事、薪酬委員會主席、審核委員會成員及提名委員會成員。宋博士於一九八二年七月畢業於浙江大學，取得應用數學學士學位。宋博士獲華中科技大學（前稱華中工學院）頒授應用數學碩士學位，並取得俄亥俄州立大學博士學位。彼擁有逾25年銀行監管與管理、金融市場、衍生工具及宏觀經濟學研究經驗。宋博士亦自一九九七年起任職香港大學經濟金融學院，現任大學教授一職。一九九一年至一九九七年，宋博士擔任克利夫蘭州立大學經濟系副教授及助理教授。宋博士現任香港大學中國金融研究中心主任及中國與全球發展研究所副主任，以及香港中國金融協會副主席，一直積極參與各種學術會議、研究及諮詢課題。宋博士現任五洲國際控股有限公司（股份代號：1369）、聯邦製藥國際控股有限公司（股份代號：3933）及國泰君安國際控股有限公司（股份代號：1788）的獨立非執行董事，該等公司均於聯交所主板上市。此外，宋博士亦為於上海證券交易所上市的天地源股份有限公司（股份代號：600665）的獨立董事。

# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層

**Dr. Sun Mingchun**, aged 47, was appointed as an independent non-executive Director, a member of the remuneration committee and a member of the nomination committee of the Company on 5 November 2016. He has served as the chairman and chief investment officer of Deepwater Capital Limited since October 2014. Prior to joining Deepwater Capital Limited, Dr. Sun held the positions as the senior partner and chief economist at China Broad Capital Co., Limited, the managing director, head of China research and chief Greater China economist at Daiwa Capital Markets Hong Kong Limited, the chief China economist, head of China equity research and managing director at Nomura International (Hong Kong) Limited and the senior China economist, vice president at Lehman Brothers Asia Limited. During the period from July 1993 to August 1999, Dr. Sun was also an economist of the State Administration of Foreign Exchange of the PRC. Dr. Sun is currently the vice chairman of the Chinese Financial Association of Hong Kong and a member of the China Finance 40 Forum. He is also a guest professor of the Finance EMBA program of Shanghai Advanced Institute of Finance, the School of Economics of Fudan University and the PBC School of Finance of Tsinghua University, and the honorary institute fellow of The Asia-Pacific Institute of Business of The Chinese University of Hong Kong. Dr. Sun received a bachelor's degree in international economics from Fudan University in July 1993. He also obtained a master's degree in engineering economic systems and operations research and a doctoral degree in management science and engineering from Stanford University in June 2001 and June 2006, respectively. Dr. Sun is an independent non-executive director of HJ Capital (International) Holdings Company Limited (stock code: 982, formerly known as iOne Holdings Limited), a company listed on the Main Board of the Stock Exchange.

**孫明春博士**，47歲，於二零一六年十一月五日獲委任為本公司獨立非執行董事，薪酬委員會成員及提名委員會成員。彼自二零一四年十月起擔任博海資本有限公司主席兼投資總監。於加盟博海資本有限公司前，孫博士曾任職上海博道投資管理有限公司高級合夥人及首席經濟學家、大和資本市場香港有限公司董事總經理、中國研究部主管及首席大中華經濟學家、野村國際(香港)有限公司中國首席經濟學家、中國股票研究部主管及董事總經理，以及美國雷曼兄弟亞洲投資有限公司高級中華經濟學家、副總裁。於一九九三年七月至一九九九年八月期間，孫博士亦曾任中國國家外匯管理局經濟學家。孫博士目前為香港中國金融協會副主席及中國金融四十人論壇成員。彼亦為上海高級金融學院金融EMBA課程、復旦大學經濟學院及清華大學五道口金融學院的客座教授，以及香港中文大學亞太工商研究所名譽教研人。孫博士於一九九三年七月取得復旦大學國際經濟學士學位，彼亦分別於二零零一年六月及二零零六年六月獲史丹福大學工程經濟系統碩士學位以及管理科學及工程博士學位。孫博士現為華金國際資本控股有限公司(股份代號：982，前稱「卓智控股有限公司」)的獨立非執行董事，該公司於聯交所主板上市。

# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層

**Mr. Woo Chin Wan**, aged 63, was appointed as an independent non-executive Director and the chairman of the audit committee of the Company on 5 November 2016. He is a retired partner of Ernst & Young (“EY”). Before his retirement in June 2015, he had held various senior positions with EY in the Greater China area. He was a director and the general manager of Ernst & Young Hua Ming CPA, a member of EY’s Greater China Leadership Team, and the managing partner of EY’s Greater China Operations. He has more than 30 years of professional experience, specializing in audit, corporate restructuring, IPO, risk management, and mergers and acquisitions. Mr. Woo is a Canadian Chartered Accountant, and a Hong Kong Certified Public Accountant. Mr. Woo is currently an independent non-executive director of Dah Chong Hong Holdings Limited (stock code: 1828) and Bank of Communications Co., Ltd. (stock code: 3328), both are listed on the Main Board of the Stock Exchange.

### Senior Management

**Ms. Li Li Hua**, aged 55, was appointed as the Deputy General Manager of the Company with effect from 21 September 2017. Prior to joining our Company, she was an executive director of Shanghai Zendai Property Limited (“**Shanghai Zendai**”), a company listed on the Main Board of the Stock Exchange (stock code: 755), during 18 August 2014 to 20 September 2017. From March 2008 to June 2015, she held various positions in Shanghai Zendai, including manager of finance department, general manager of the Hong Kong region, vice president and chief executive officer and her principal duties were corporate governance, expansion of overseas business, financial management, financing arrangement and public relations management. Ms. Li was an on-the-job postgraduate majoring in money and banking in the finance division of the Graduate School of Renmin University of China. Ms. Li has over 20 years of experience in the investment and management of securities investment and capital markets. She served as chief economist of Xiangcai Securities Co., Ltd. and general manager of its southern headquarters, as well as deputy chief economist and general manager of the finance department of Hainan Securities Company Limited.

**胡展雲先生**，63歲，於二零一六年十一月五日獲委任為本公司獨立非執行董事及審核委員會主席。彼為安永會計師事務所（「安永」）退休合夥人。於二零一五年六月退休前，胡先生擔任安永大中華區各高級職務，曾任安永華明會計師事務所的董事兼總經理，安永大中華區業務管理合夥人與領導小組成員。胡先生專長於審計、企業重組、首發公開募股、風險管理及收購合併，有超過三十年的專業經驗。胡先生為加拿大特許會計師以及香港註冊會計師。胡先生現為大昌行集團有限公司（股份代號：1828）及交通銀行股份有限公司（股份代號：3328）的獨立非執行董事，該等公司均於聯交所主板上市。

### 高級管理層

**黎利華女士**，55歲，自二零一七年九月二十一日起獲委任為本公司之副總經理。在加入本公司前，彼曾於二零一四年八月十八日至二零一七年九月二十日期間為於聯交所上市的上海証大房地產有限公司（「上海証大」）（股份代號：755）的執行董事。由二零零八年三月至二零一五年六月，彼於上海証大歷任財務部經理、香港區總經理、副總裁及行政總裁，彼之主要工作為企業管治、海外業務的拓展、財務管理、融資安排及公共關係管理。黎女士為中國人民大學研究生院財政金融學院貨幣銀行學在職研究生。黎女士在證券投資及資本市場擁有逾20年投資及管理經驗，曾擔任湘財證券股份有限公司總經濟師兼南方總部總經理，及海南省證券公司副總經濟師兼財務部總經理。

# DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層

**Mr. Wang Han**, aged 37, was appointed as the Chief Financial Officer of the Company with effect from 22 March 2017. Mr. Wang has extensive experience in financial analysis, valuation analysis and audit. He obtained his bachelor degree majoring in finance from the business school of The University of Auckland in New Zealand in 2004 and master degree of business administration from City University of Seattle in the United States of America in 2014. He is also a Certified Public Accountant and a member of the Association of Chartered Certified Accountants. From 2012 to 2015, Mr. Wang worked in the debt valuation department of Great Wall Golden Bridge Financial Consulting Co., Ltd. He acts as the head of finance department of Great Wall International since 2015. Prior to 2012, he worked as Assistant to chief financial officer of Carlton Party Hire in New Zealand, auditor of Ernst & Young Hua Ming and worked in the research department of ICBC Credit Suisse Asset Management Co., Ltd.

### Company Secretary

**Ms. Zheng Yuanyuan**, aged 39, was appointed as the company secretary of the Company with effect from 31 October 2016 and also acts as head of the legal department of the Company from the same date. Ms. Zheng has extensive experience in handling large investment and transaction projects. She passed the National Judicial Examination of the PRC and obtained the Legal Profession Qualification Certificate in 2002. She acquired bar qualification in the New York State of the United States in 2008 and qualified as a practicing solicitor in Hong Kong in 2015. After obtaining a Master degree in Common Law from the University of Pennsylvania in the United States, Ms. Zheng worked in the Hong Kong office of Baker & McKenzie from 2007 to 2015, and served as special counsel prior to her resignation. Since December 2015, Ms. Zheng has served as co-head of the legal department of Great Wall International.

**王晗先生**，37歲，自二零一七年三月二十二日起獲委任為本公司之財務總監。王先生擁有豐富的財務分析、估值分析及審計之經驗。彼於二零零四年獲新西蘭奧克蘭大學商學院頒授學士學位（主修金融專業），並於二零一四年獲美國西雅圖城市大學頒授工商管理碩士學位。彼亦為註冊會計師及特許公認會計師公會會員。於二零一二年至二零一五年期間，王先生就職於長城金橋金融諮詢有限公司之債權估值部，並自二零一五年起任職於長城國際財務部主管。於二零一二年，彼曾於新西蘭Carlton Party Hire擔任財務總監助理，亦曾於安永華明會計師事務所出任審計師及於工銀瑞信資產管理公司研究部任職。

### 公司秘書

**鄭遠遠女士**，39歲，自二零一六年十月三十一日起獲委任為本公司之公司秘書，並於同日起擔任本公司法務部門主管。鄭女士在處理大型投資交易方面擁有豐富的項目經驗。彼於二零零二年通過中國司法考試並取得法律職業資格證書，且自二零零八年起取得美國紐約州執業律師資格並自二零一五年起擁有香港執業律師資格。在美國賓夕法尼亞大學法學院取得普通法碩士學位後，鄭女士於二零零七年至二零一五年就職於貝克·麥堅時律師事務所香港辦公室（離職前擔任高級法律顧問）。二零一五年十二月至今，鄭女士任職於長城國際聯席法律部主管。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Operating Results of The Group

The Group's consolidated operating results for the years ended 31 December 2017 and 2016 were as follows:

### 本集團之經營業績

本集團截至二零一七年及二零一六年十二月三十一日止年度之綜合經營業績如下：

| (HK\$ millions, except percentages and per share amounts) | (百萬港元，百分比及每股金額除外)          | For the year ended 31 December<br>截至十二月三十一日止年度 |                                      |                   |
|---|----------------------------|--|--------------------------------------|-------------------|
|   |                            | 2017<br>二零一七年                                  | 2016<br>二零一六年<br>(Restated)<br>(經重列) | % Change<br>變動百分比 |
| <b>Continuing operations</b>                              | <b>持續經營業務</b>              |  |                                      |                   |
| <b>Revenue</b>  | <b>收益</b>                  | <b>123.0</b>                                   | 91.7                                 | 34%               |
| Production costs  | 生產成本                       | (5.2)  | (5.0)                                | 4%                |
| Rental and utilities                                      | 租金及設施                      | (12.2)   | (5.0)                                | **                |
| Other operating expenses                                  | 其他經營開支                     | (59.5)   | (48.3)                               | 23%               |
| Operating costs before depreciation and amortisation      | 未計折舊及攤銷之經營成本               | (76.9)   | (58.3)                               | 32%               |
| Depreciation and amortisation                             | 折舊及攤銷                      | (1.7)  | (1.9)                                | (11%)             |
| <b>Adjusted operating profit<sup>^</sup></b>              | <b>經調整經營盈利<sup>^</sup></b> | <b>44.4</b>                                    | 31.5                                 | 41%               |
| Other income  | 其他收入                       | 0.3  | 0.7                                  | (57%)             |
| Fair value gain on investment properties                  | 投資物業公平值收益                  | 221.0  | 118.1                                | 87%               |
| <b>Operating profit</b>                                   | <b>經營盈利</b>                | <b>265.7</b>                                   | 150.3                                | 77%               |
| Net finance (cost)/income                                 | 財務(成本)/收入淨額                | (3.8)  | 1.0                                  | **                |
| Share of losses of associates                             | 應佔聯營公司虧損                   | (0.4)  | (1.3)                                | (69%)             |
| Gain on disposal of available-for-sale financial asset    | 出售可供出售之金融資產收益              | -  | 27.1                                 | **                |
| Gain on disposal of asset held for sale                   | 出售持作待售資產收益                 | -  | 30.1                                 | **                |
| Gain on disposal of a subsidiary                          | 出售一家附屬公司收益                 | -  | 104.2                                | **                |
| Income tax expense  | 所得稅開支                      | (12.3)   | (3.6)                                | **                |
| <b>Profit for the year from continuing operations</b>     | <b>持續經營業務之全年盈利</b>         | <b>249.2</b>                                   | 307.8                                | (19%)             |
| <b>Discontinued operations</b>                            | <b>已終止經營業務</b>             |  |                                      |                   |
| Loss for the year from discontinued operations            | 已終止經營業務之全年虧損               | -  | (13.0)                               | **                |
| Gain on disposal of discontinued operations               | 出售已終止經營業務收益                | -  | 1,421.7                              | **                |
| <b>Profit for the year from discontinued operations</b>   | <b>已終止經營業務之全年盈利</b>        | <b>-</b>                                       | 1,408.7                              | **                |
| <b>Profit for the year</b>                                | <b>全年盈利</b>                | <b>249.2</b>                                   | 1,716.5                              | (85%)             |
| Non-controlling interests – discontinued operations       | 非控制性權益 – 已終止經營業務           | -  | (1.1)                                | **                |
| <b>Profit attributable to shareholders</b>                | <b>股東應佔盈利</b>              | <b>249.2</b>                                   | 1,715.4                              | (85%)             |
| <b>Earnings per share (HK cents)</b>                      | <b>每股盈利(港仙)</b>            | <b>15.9</b>                                    | 109.5                                | (85%)             |

<sup>^</sup> Adjusted operating profit is defined as operating profit before other income and fair value gain on investment properties

<sup>^</sup> 經調整經營盈利界定為未計其他收入及投資物業公平值收益之經營盈利

\*\* Represents a change in excess of 100%

\*\* 表示變動超過100%

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Profit attributable to shareholders for the year ended 31 December 2017 was HK\$249.2 million, which included HK\$221.0 million fair value gain on investment properties. Comparatively, profit attributable to shareholders for corresponding year was HK\$1,715.4 million, which included HK\$1,421.7 million gain on disposal of media business, HK\$118.1 million fair value gain on investment properties, HK\$27.1 million gain on disposal of available-for-sale financial asset, HK\$30.1 million gain on disposal of asset held for sale and HK\$104.2 million gain on disposal of a subsidiary. Carving out these exceptional items, the net profit attributable to shareholders for the year ended 31 December 2017 was HK\$28.2 million, representing an increase of 98.6% as compared with HK\$14.2 million in 2016. The increase in net profit was mainly due to the revenue growth from financial service sector generated during the year compared with corresponding period, though the staff cost increased as a result of the expansion of business.

### Revenue

The consolidated revenue for the years ended 31 December 2017 and 2016 by business segments and for the Group were as follows:

(HK\$ millions, except percentages) (百萬港元，百分比除外)

|                              |               | For the year ended 31 December |            |          |
|------------------------------|---------------|--------------------------------|------------|----------|
|                              |               | 截至十二月三十一日止年度                   |            |          |
|                              |               | 2017                           | 2016       | % Change |
|                              |               | 二零一七年                          | 二零一六年      | 變動百分比    |
|                              |               |                                | (Restated) |          |
|                              |               |                                | (經重列)      |          |
| <b>Continuing operations</b> | <b>持續經營業務</b> |                                |            |          |
| Property investment          | 物業投資          | 61.3                           | 57.8       | 6%       |
| Financial services           | 金融服務          | 61.7                           | 34.5       | 79%      |
| Inter-segment revenue        | 分部間收益         | —                              | (0.6)      | **       |
| Total revenue                | 收益總額          | 123.0                          | 91.7       | 34%      |

\*\* Represents a change in excess of 100%

截至二零一七年十二月三十一日止年度股東應佔盈利為249.2百萬港元，其中包括投資物業公平值收益221.0百萬港元。比較相應年度，股東應佔盈利為1,715.4百萬港元，其中包括出售媒體業務收益1,421.7百萬港元、投資物業公平值收益118.1百萬港元、出售可供出售之金融資產收益27.1百萬港元、出售持作待售資產收益30.1百萬港元以及出售一家附屬公司收益104.2百萬港元。倘撇除上述特殊項目，截至二零一七年十二月三十一日止年度股東應佔淨盈利為28.2百萬港元，較二零一六年的14.2百萬港元增長98.6%。儘管員工成本由於業務擴張而增加，淨盈利增加乃主要由於於年內產生之金融服務分部收益與同期相比有所增長。

### 收益

截至二零一七年及二零一六年十二月三十一日止年度，按業務分部及集團整體之綜合收益如下：

\*\* 表示變動超過100%

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Financial Review by Operating Segments

Upon completion of the acquisition of two licensed corporations by the Group during the year, the Group's reportable and operating segments are as follows:

- (a) property investment segment comprises the investment in commercial and industrial premises for rental income potential; and
- (b) financial services segment comprises provision of asset management and corporate finance services (regulated activities under SFC Types 1, 4, 6, 9 licenses) and direct investment in a fund.

### Property Investment

### 營運分部之財務回顧

隨著本集團於年內完成收購兩家持牌法團，本集團之可呈報及營運分部如下：

- (a) 物業投資分部包括投資於具租金收入潛力之商業及工業物業；及
- (b) 金融服務分部包括提供資產管理及企業融資服務（證監會第1、4、6、9類牌照的受規管活動），以及一項基金之直接投資。

### 物業投資

|   |                                   | For the year ended 31 December<br>截至十二月三十一日止年度 |               |                   |
|---|-----------------------------------|--|---------------|-------------------|
|   |                                   | 2017<br>二零一七年                                  | 2016<br>二零一六年 | % Change<br>變動百分比 |
| (HK\$ millions, except percentages)         | (百萬港元，百分比除外)                      |  |               |                   |
| Revenue (including inter-segment revenue**) | 收益（包括分部間收益**）                     | 61.3   | 57.8          | 6%                |
| Adjusted EBITDA <sup>^</sup>                | 經調整的未計利息、稅項、折舊及攤銷之盈利 <sup>^</sup> | 49.5   | 23.2          | 113%              |
| Adjusted operating profit                   | 經調整經營盈利                           | 48.2   | 21.7          | 122%              |
| Segment profit <sup>#</sup>                 | 分部盈利 <sup>#</sup>                 | 261.2  | 258.3         | 1%                |

\*\* There is no inter-segment revenue for 2017 and inter-segment revenue for 2016 is HK\$0.6 million.

<sup>^</sup> Adjusted EBITDA is defined as earnings from continuing operations before interest, tax, depreciation and amortisation, other income, fair value gain on investment properties and gain from disposal of Coastline International Limited in 2016.

<sup>#</sup> Including fair value gains on investment properties of HK\$221.0 million for 2017 and HK\$118.1 million for 2016.

\*\* 二零一七年並無分部間收益及二零一六年分部間收益為0.6百萬港元。

<sup>^</sup> 經調整的未計利息、稅項、折舊及攤銷之盈利界定為來自持續經營業務之未計利息、稅項、折舊及攤銷、其他收入及投資物業公平值收益之盈利及於二零一六年來自出售Coastline International Limited之收益。

<sup>#</sup> 包括投資物業公平值收益221.0百萬港元（二零一七年）及118.1百萬港元（二零一六年）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Revenue of property investment segment increased by around 6% on a year-to-year basis, as higher income from rental was derived from the investment properties at Bank of America Tower and Ko Fai Industrial Building due to the increase in monthly rental incomes upon renewal of rental agreements with the existing tenants.

Year 2017 witnessed the recovery of the profit margin for the properties compared with year 2016 as the adjusted EBITDA and operating profit improved. The low profit margin in year 2016 was mainly due to one-off transaction expenses in year 2016.

The Group's investment property portfolio comprises certain floors of the Bank of America Tower, Yue King Building, Ko Fai Industrial Building and Sea View Estate. Yue King Building was reclassified as investment property upon completion of the disposal of media business in 2016.

Revaluation gain on investment properties for 2017 was HK\$221 million, compared with HK\$118.1 million for 2016. The revaluation gain was mainly due to the contributions from the investment properties at the Bank of America Tower for around HK\$132 million and at Yue King Building for around HK\$45 million.

The Group's investment properties were revalued at 31 December 2017 by independent professionally qualified valuers, Cushman & Wakefield Limited, who hold a recognised relevant professional qualification and have recent experience in the locations and segments of the investment properties valued. For all investment properties, their current use equates to the highest and best use. The revaluation gains or losses are shown as "Fair value gain or loss on investment properties" in the income statement. Fair values of the office buildings and industrial properties are derived using the income capitalization approach. There were no changes to the valuation techniques during the year.

物業投資分部收益按年增加約6%，由於與現有租戶重續租賃協議後每月租金收入增加，令位於美國銀行中心及高輝工業大廈之投資物業產生較高的租金收入。

由於經調整的未計利息、稅項、折舊及攤銷之盈利及經營盈利有所增長，與二零一六年相比，二零一七年的物業利潤率已呈現復甦。二零一六年較低的利潤率主要由於二零一六年有一次性的交易開支所致。

本集團之投資物業組合包括位於美國銀行中心、愉景樓、高輝工業大廈及海景大廈之若干樓層。於二零一六年出售媒體業務完成後，愉景樓被重新分類為投資物業。

二零一七年之物業投資重估收益為221百萬港元，而二零一六年則為118.1百萬港元。重估收益乃主要由位於美國銀行中心之投資物業貢獻約132百萬港元及位於愉景樓之投資物業貢獻約45百萬港元。

本集團之投資物業於二零一七年十二月三十一日由獨立專業合資格估值師戴德梁行有限公司（其持有認可的相關專業資格，且最近曾對所估值的投資物業之地點及種類進行估值）重新估值。所有投資物業乃就其目前最有效及最佳方式使用。重估收益或虧損於收益表以「投資物業公平值收益或虧損」列賬。辦公室大廈及工業物業的公平值乃使用收入資本化計算。年內，估值法並無變動。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Financial Services

### 金融服務

|                                    |                                   | For the year ended 31 December<br>截至十二月三十一日止年度 |                                      |                   |
|------------------------------------|-----------------------------------|--|--------------------------------------|-------------------|
|                                    |                                   | 2017<br>二零一七年                                  | 2016<br>二零一六年<br>(restated)<br>(經重列) | % Change<br>變動百分比 |
| (HK\$ million, except percentages) | (百萬港元，百分比除外)                      |  |                                      |                   |
| Revenue                            | 收益                                | 61.6   | 34.5                                 | 79%               |
| Adjusted EBITDA <sup>^</sup>       | 經調整的未計利息、稅項、折舊及攤銷之盈利 <sup>^</sup> | 23.2   | 17.4                                 | 33%               |
| Adjusted operating profit          | 經調整經營盈利                           | 22.8   | 17.0                                 | 34%               |
| Segment profit                     | 分部盈利                              | 18.5   | 13.2                                 | 40%               |

<sup>^</sup> Adjusted EBITDA is defined as earnings before interest, tax, depreciation and amortisation, and other income.

<sup>^</sup> 經調整的未計利息、稅項、折舊及攤銷之盈利界定為未計利息、稅項、折舊及攤銷及其他收入。

The revenue derived from asset management services is around HK\$35.9 million (2016: HK\$22.2 million or a 62% increase) and the corporate finance services fees recorded around HK\$25.7 million (2016: HK\$12.3 million or a 108% increase). The increase of the financial service income was mainly attributable to the expansion and focus of the financial service business by the Group since year 2017, though the profit margin decreased slightly compared with corresponding period as more professional expertise were hired to join the Group, which increased the staff cost and other operational costs related.

來自資產管理服務的收益約為35.9百萬港元(二零一六年：22.2百萬港元，增幅為62%)，而所錄得的企業融資服務費用約為25.7百萬港元(二零一六年：12.3百萬港元，增幅為108%)。金融服務收入增加乃主要由於本集團自二零一七年起擴大並專注於金融服務業務，儘管本集團因僱用更多專業人士致使員工成本及其他相關營運成本增加，進而導致利潤率較去年同期輕微減少。

### Liquidity and Capital Resources

### 流動資金及資本來源

|                                     |                   | For the year ended 31 December<br>截至十二月三十一日止年度 |                                      |                   |
|-------------------------------------|-------------------|--|--------------------------------------|-------------------|
|                                     |                   | 2017<br>二零一七年                                  | 2016<br>二零一六年<br>(Restated)<br>(經重列) | % Change<br>變動百分比 |
| (HK\$ millions, except percentages) | (百萬港元，百分比除外)      |  |                                      |                   |
| Cash and bank balances              | 現金及銀行結餘           | 118.6  | 129.5                                | (8%)              |
| Shareholders' funds                 | 股東資金              | 1,890.1  | 1,679.0                              | 13%               |
| Current ratio <sup>#</sup>          | 流動比率 <sup>#</sup> | 4.31   | 4.35                                 | (1%)              |
| Gearing ratio                       | 資產負債比率            | 41.1%  | Nil 無                                | N/A 不適用           |

<sup>#</sup> To avoid fluctuation and distortion of the ratio, the deposit paid of approximately HK\$1,435 million is excluded when calculating the current ratio.

<sup>#</sup> 為避免比率波動及誤差，計算流動比率時，已排除已付按金約1,435百萬港元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The Group's cash and bank balances are held predominantly in Hong Kong dollars. The Group has no significant exposure to foreign exchange fluctuations. The Group has maintained a strong cash position and expects its cash and cash equivalents, and cash generated from operations to be adequate to meeting its working capital requirements.

As at 31 December 2017, the Group had total cash and cash equivalents of approximately HK\$118.6 million, as compared to HK\$129.5 million as at 31 December 2016. The Group's gearing ratio as at 31 December 2017 was 41.1% (as at 31 December 2016: Nil), being calculated as total debts (which includes the loan from an intermediate holding company) less cash and bank balances, over the Company's total equity. The increased borrowings are attributable to the loan from an intermediate holding Company amounted to HK\$1,435.7 million for the expansion of the Group's businesses. As at 31 December 2017, the Group had outstanding principal of unsecured shareholder loans of HK\$1,435.7 million (as at 31 December 2016: Nil). The Group actively and regularly reviews and manages its capital structure and makes adjustments in light of changes in economic conditions.

For the SFC licensed corporations under the Group, the Group has ensured that each of the licensed corporations maintains a liquidity level adequate to support the level of activities with a sufficient buffer to accommodate increases in liquidity requirements arising from potential increases in the level of business activities. During the year 2017, all the licensed subsidiaries have complied with the liquidity requirements under the Securities and Futures (Financial Resources) Rules.

### Operating Activities

Net cash generated from operating activities for the year ended 31 December 2017 was HK\$33.8 million, compared with net cash used in operating activities of HK\$10.0 million in 2016. The increase in operating cash flows was due to higher revenue in the operations generated during the year.

本集團持有之現金及銀行結餘主要以港元持有。本集團並無重大外匯折算波動風險。本集團一直維持穩健之現金狀況，並預期其現金及現金等值，以及經營產生之現金，足以應付營運資金需要。

於二零一七年十二月三十一日，本集團之現金及現金等值總額約118.6百萬港元，相比於二零一六年十二月三十一日為129.5百萬港元。本集團於二零一七年十二月三十一日之資產負債比率為41.1%（於二零一六年十二月三十一日：無），乃按債務總額（包括來自中間控股公司之貸款）減現金及銀行結餘除以本公司之總權益計算。借貸增加源自作為拓展本集團業務用途的來自中間控股公司之貸款金額1,435.7百萬港元。於二零一七年十二月三十一日，本集團無抵押股東貸款之未償還本金為1,435.7百萬港元（於二零一六年十二月三十一日：零）。本集團積極地定期檢討並視乎經濟狀況之變化調整其資本架構。

就本集團旗下持有證監會牌照之法團而言，本集團已確保各持牌法團均保持足以支持業務經營之流動資金水平，並預留足夠緩衝以於業務活動可能轉趨頻繁而引致流動資金需求上升時亦能應付自如。於二零一七年，所有持牌附屬公司一直遵守證券及期貨（財政資源）規則項下流動資金規定。

### 經營活動

截至二零一七年十二月三十一日止年度，經營活動產生現金淨額為33.8百萬港元，二零一六年經營活動所用之現金淨額則為10.0百萬港元。經營現金流增加乃由於年內產生之經營業務收益增加所致。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Investing Activities

Net cash used in investing activities for the year was HK\$1,480.9 million, compared with the net cash generated of HK\$3,213.3 million in 2016. The cash outflow resulted mainly from the cash used of HK\$39.6 million in relation to the acquisition of two licensed corporations and HK\$1,435.7 million in relation to the proposed investment in joint venture in 2017, compared with the cash generated of HK\$2,038.0 million in relation to the disposal of media business and HK\$974.6 million in relation to the disposal of Coastline International Limited, and sales proceeds of the Group's available-for-sale financial assets of HK\$156.0 million in 2016.

Capital expenditure for the year was HK\$4.5 million, compared with HK\$11.0 million in 2016. Substantially, the capital expenditure was incurred in connection with the Company's current office.

### Financing Activities

Net cash generated from financing activities was HK\$1,435.7 million, compared with the net cash used of HK\$3,695.9 million in 2016. During the year, HK\$1,435.7 million loan was received from the intermediate holding company of the Company, compared with HK\$3,694.0 million dividend paid to the Company's shareholders in 2016.

### Employees and Remuneration Policy

As at 31 December 2017, the Group had a total of 20 employees. As the Group's businesses continue to grow, its remuneration philosophy is designed to provide its employees with the opportunity to excel and grow, while aligning with our business strategies and values.

### 投資活動

年內投資活動所用現金淨額為1,480.9百萬港元，而二零一六年產生現金淨額則為3,213.3百萬港元。該現金流出主要歸因於二零一七年就收購兩家持牌法團所用現金39.6百萬港元及就建議投資合營公司所用的1,435.7百萬港元，而二零一六年則就出售媒體業務產生現金2,038.0百萬港元及就出售Coastline International Limited之974.6百萬港元，以及本集團自可供出售之金融資產銷售所得款項156.0百萬港元所致。

年內資本開支為4.5百萬港元，而二零一六年則為11.0百萬港元。基本上，資本開支因本公司現時之辦公室所產生。

### 融資活動

融資活動產生現金淨額為1,435.7百萬港元，而二零一六年所用現金淨額則為3,695.9百萬港元。年內，本集團向本公司中間控股公司收取1,435.7百萬港元貸款，而二零一六年向本公司股東派付股息則為3,694.0百萬港元。

### 僱員及薪酬政策

於二零一七年十二月三十一日，本集團共有20名員工。因應本集團業務持續擴展，其薪酬待遇理念乃為其僱員提供發揮所長及發展之機會，且與集團之業務策略及價值相輔相成。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The Group's remuneration and benefit policies, which are structured in accordance to market terms and statutory requirements, aim to recognise employees with outstanding performance, motivate and reward employees in order to achieve its business performance targets, retain and attract key talents and ensure alignment with the interests of our businesses, and thereby enhancing shareholder value. In addition, other staff benefits such as medical insurance, medical check-up scheme, mandatory provident fund scheme and rental reimbursement scheme are offered to eligible employees.

The Group's employee recruitment and promotion are primarily based on individuals' merits, relevant experiences, development potentials for the positions offered and performance.

### OUTLOOK

With the earnest efforts of the Group's management and each operation team, the Group focused on the development of its existing businesses and has achieved considerable progress in 2017 with remarkable growth in revenue and operating profit, which lays a solid foundation for our future development.

Looking ahead, in the complicated and constantly changing macro-economic environment with fierce competition, the Group aims to deliver steady business growth and strive for success. While committing to achieve continuous growth in the business scale and scope by promoting the synergy and interconnection between its investment business and licensed businesses, the Group will continue to identify suitable investment and business development opportunities prudently and thoroughly, to explore potential projects and to acquire good quality assets, so as to ensure the delivery of continuing profitability while maintaining our strong cash position.

The Board believes that, with extensive market experience, clear strategic vision and proven execution capabilities, the Group will continue to enhance its competitiveness and profitability, thereby generating favourable investment returns to our shareholders.

本集團的薪酬福利政策（其乃根據市場水平及法定規則制訂）旨在肯定員工之優秀表現、激勵及獎勵員工達成業務績效目標、挽留及吸納出色人才並確保與業務利益一致，從而提升股東價值。此外，亦向合資格僱員提供其他員工福利，如醫療保險、身體檢查計劃、強制性公積金計劃及租住房屋津貼計劃。

本集團之員工招聘及晉升主要乃按個人工作業績、相關經驗及彼等在所屬職位之發展潛能及表現而定。

### 展望

透過本集團管理層及各個營運團隊的努力，本集團專注於發展其現有業務，並於二零一七年取得可觀的進展，包括收益及經營盈利均錄得顯著增長，為我們的未來發展奠定紮實的基礎。

展望將來，在競爭激烈、複雜且不斷變化的宏觀經濟環境下，本集團的目標是達成穩定的業務增長，並致力追求成功。在承諾透過促進其投資業務及持牌業務的協同互動以達致業務規模及業務範圍持續增長的同時，本集團將繼續審慎周全地尋求合適的投資及業務發展機會，以物色有潛力項目及收購優質資產，並於維持我們穩健之現金狀況下確保持續盈利能力。

董事會相信，憑藉我們豐富的市場經驗、清晰的戰略願景及確證的執行能力，本集團將繼續加強其競爭力及盈利能力，為我們的股東創造豐厚的投資回報。





# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board of Directors (the “**Board**”) and the Company’s management are committed to upholding the Group’s obligations to shareholders. We regard the promotion and protection of shareholders’ interests as one of our priorities and keys to success.

The Board believes that good corporate governance standards are essential in providing a framework for the Group to safeguard the interests of shareholders and enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Group has put in place sound corporate governance practices to ensure it adheres to high ethical and business standards. The key test of corporate governance practices is if they align the interests of management with those of shareholders to adequately protect and promote shareholders’ interests. The Group is committed to the continuous improvement of corporate governance practices to support the performance of our business and enable effective oversight. The Group constantly reviews these guidelines and policies and implements new ones to ensure they remain relevant and practical in today’s fast changing business environment and market expectations.

The Group has adopted and applied the applicable principles and code provisions set out in the Corporate Governance Code (the “**Corporate Governance Code**”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) as its corporate governance practices. The Group also adheres to certain recommended best practices set out in the Corporate Governance Code insofar as they are relevant and practicable.

The Board is of the view that, throughout the year ended 31 December 2017, the Company has complied with the principles and code provisions set out in the Corporate Governance Code, save for deviation from code provision A.2.1 as explained in this report.

董事會（「**董事會**」）及本公司管理層一直致力履行本集團對股東之責任，本集團視提升及維護股東權益為我們的首要任務及成功要訣之一。

董事會相信良好企業管治水平對本集團而言屬不可或缺之框架，以保障股東利益以及提升企業價值、制定其業務策略及政策，以及提升其透明度及問責程度。

本集團已建立了完善之企業管治常規，確保集團緊守高尚之道德及商業標準。企業管治常規是否具成效，關鍵是要驗證這套管治常規能否將管理層與股東之利益連成一線，充份保障及提升股東權益。本集團致力持續改善企業管治常規，以支持業務表現及容許我們執行有效的監督。本集團定期檢討此等指引及政策，推陳出新，確保有關指引及政策可行並能切合當今瞬息萬變之營商環境及市場要求。

本集團採納及應用香港聯合交易所有限公司（「**聯交所**」）證券上市規則（「**上市規則**」）附錄十四所載之《企業管治守則》（「**企業管治守則**」）之適用原則及守則條文為其企業管治常規。本集團亦在適用及可行情況下遵守企業管治守則所載的若干建議最佳常規。

董事會認為，於截至二零一七年十二月三十一日止年度的期間內，本公司一直遵守企業管治守則所載之原則及守則條文，惟於本報告所闡述偏離守則條文第A.2.1條除外。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Group believes that its current corporate governance practices, which combine governance framework and practices that develop over time and new practices set out in the Corporate Governance Code, provide the Group with a sound and sensible framework for balancing the business of the Group and the interests of its shareholders. The Group will continue to evaluate its corporate governance practices in light of its business needs, regulatory changes and new corporate governance philosophies.

Set out below are our current framework of governance and explanations about how the provisions of the Corporate Governance Code have been applied.

### The Board of Directors

The Board recognises its responsibility to represent the interests of shareholders. As at the date of this Annual Report, the Board comprises seven Directors: two Executive Directors and five Non-executive Directors (including three Independent Non-executive Directors). Independent Non-executive Directors represent more than one-third of the Board.

The Directors of the Company during the year and as at the date of this Annual Report are:

#### Executive Directors:

Mr. Ou Peng (Chairman)

Mr. Meng Xuefeng

#### Non-executive Directors:

Mr. Huang Hu

Ms. Lv Jia

#### Independent Non-executive Directors:

Dr. Song Ming

Dr. Sun Mingchun

Mr. Woo Chin Wan

There is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board. The biographical details of all the Directors and the senior management are set out on pages 14 to 19 of this Annual Report.

本集團現行之企業管治常規結合了不斷發展之管治框架和常規及企業管治守則所載之新常規，本集團相信其為本集團提供一個完善合理之架構，以平衡其業務及股東權益。本集團將繼續按其業務需要、監管規例之變動及新企業管治理念，檢討其企業管治常規。

下文闡述本集團現行之管治架構，並闡釋如何應用企業管治守則之條文。

### 董事會

董事會確認其代表股東權益之責任。於本年報日期，董事會由七位董事組成，包括兩名執行董事及五名非執行董事（其中三名為獨立非執行董事）。獨立非執行董事佔董事會逾三分之一人數。

年內及於本年報日期的本公司董事如下：

#### 執行董事：

歐鵬先生（主席）

孟雪峰先生

#### 非執行董事：

黃虎先生

呂佳女士

#### 獨立非執行董事：

宋敏博士

孫明春博士

胡展雲先生

董事會成員之間並無任何關係（包括財務、業務、家屬或其他重要／相關關係）。全體董事及高級管理層之簡歷載於本年報第14至19頁。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board's main responsibility and purpose is to deliver the long-term success of the Group and to create long-term value for its shareholders by providing strategic and entrepreneurial leadership, and by exercising prudent oversight and control over the Company. As the business continues to grow, the Board needs to ensure that the Company has sufficient resources – both funding and talent – to deliver success. The Board also recognises the need for effective engagement by the Company with its key stakeholders, including all its investors.

Each Director brings a wide range and years of business experience to the Board to meet our long-term objectives. The Directors' combined knowledge, expertise and experience are extremely valuable in overseeing the Group's business operations.

The Board sets the strategic direction and oversees the performance of the Group's business and management. The principal matters the Board is responsible for include:

- approval of strategic direction, policies and objectives
- review and approval of business plans and budgets
- monitoring operational and financial performance
- review and approval of annual and interim results
- review and approval of annual and interim reports as well as the related financial statements
- Recommendation of final dividend, and declaration of interim dividend and where appropriate, special dividends
- appointment of auditors
- review and approval of significant acquisitions and disposals and major financings, borrowings and guarantees
- approval of material contracts
- overseeing the risk management and internal control systems and ensuring their effectiveness

In addition, the Board discusses major operating issues, evaluates opportunities and business risks. Decisions and conduct of matters other than those specifically reserved to the Board are delegated to the Management whilst structured monthly updates on the Company's performance, position and prospects in sufficient details are provided to the Directors to enable them to discharge their duties.

董事會透過提供策略及企業領導，於本公司實行審慎的監控，以履行其主要責任及目的，為本集團帶來長遠的成功，為股東創造長遠價值。隨著本公司業務持續增長，董事會須確保本公司在資金及人才方面均擁有足夠資源以達致成功。董事會亦明白，本公司必須與包括所有投資者在內的主要持份者保持有效互動。

各董事均具有多年廣泛業務經驗以迎合我們的長遠目標，並具備不同範疇之知識、專業技能及豐富經驗，對監督本集團之業務營運有莫大裨益。

董事會負責制訂策略方針，並監督本集團之業務及管理表現。董事會負責的主要事宜包括以下各項：

- 批准策略性方針、政策及目標
- 審閱及批准業務計劃及財政預算
- 監察營運與財務表現
- 審閱及批准年度業績及中期業績
- 審閱及批准年度報告及中期報告，以及相關財務報表
- 建議宣派末期股息，及宣派中期股息和（如適用）特別股息
- 委任核數師
- 審閱及批准重大收購及出售事項，以及主要融資、借貸及擔保事項
- 批准重大合約
- 監督風險管理及內部監控系統並確保其有效性

此外，董事會亦討論重大營運事宜、評估商機及業務風險。除特定必須由董事會作出決定及處理之事務外，其他事宜均交由管理層負責，並每月向董事提呈本公司業績表現、營運狀況及業務展望的每月有組織的最新資料，內容足以讓董事履行彼等的職責。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board reviews the arrangements between the responsibilities of the Board and the matters delegated to the Management periodically to ensure that they remain appropriate to the need of the Group and its business.

### Corporate Governance and Code of Conduct

The Board is also responsible for performing the corporate governance functions set out in code provision D.3.1 of the Corporate Governance Code and adopted a revised Terms of Reference of the Board on Corporate Governance Functions in March 2017, including:

- develop and review the Company's policies and practices on corporate governance
- review and monitor the training and continuous professional development of Directors and senior management
- review and monitor the Company's policies and practices on compliance with legal and regulatory requirements
- develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors
- review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report as specified under the Listing Rules

Key corporate governance matters performed by the Board during the year were:

- review of the Company's compliance with legal and regulatory requirements
- review of the Company's compliance with the Corporate Governance Code
- review of the effectiveness of the internal control system
- proposal on the re-appointment of the Company's external auditors, PricewaterhouseCoopers
- Appointment of senior management
- review and adoption of certain updated internal policies and Terms of Reference of Board Committees
- approval of connected transactions and continuing connected transaction
- approval of material transactions

董事會定期檢討董事會與管理層職責分工之安排及指派予管理層的事宜，以確保有關安排切合本集團及其業務之需要。

### 企業管治及行為守則

董事會亦負責履行企業管治守則的守則條文第D.3.1條載列的企業管治職能，並已於二零一七年三月採納經修訂之董事會就企業管治職能的職權範圍，包括：

- 制定及檢討本公司的企業管治政策及常規
- 檢討及監察董事及高級管理層之培訓及持續專業發展
- 檢討及監察本公司遵守法律及監管規定方面的政策及常規
- 制定、檢討及監察適用於僱員及董事的操守準則及合規手冊
- 檢討本公司遵守企業管治守則的情況及按上市規則所訂在企業管治報告內的披露

年內，董事會處理下列主要企業管治事宜：

- 檢討本公司於法律及監管要求方面的合規情況
- 檢討本公司於企業管治守則方面的合規情況
- 檢討內部監控系統的成效
- 建議續聘本公司外聘核數師羅兵咸永道會計師事務所
- 高級管理層之委任
- 檢討及採納若干更新的內部政策及董事會轄下委員會職權範圍
- 批准關連交易及持續關連交易
- 批准重大交易事項

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

In March 2017, the Group had adopted an updated Whistleblowing Policy on malpractice reporting and investigation setting out specific procedures facilitating whistle-blowing reports and investigation thereof.

The Company is also committed to upholding sound corporate governance practices and complying with its obligations to disclose inside information under the Securities and Futures Ordinance as well as the Listing Rules. In March 2017, the Company had adopted an updated Policy on Disclosure of Inside Information setting out specific policies and procedures facilitating the Company's compliance with these obligations.

### Board Proceedings

The Board holds four regular meetings annually as a minimum, usually quarterly, and also meets at such other times as necessary. The Company generally gives notice and draft agenda of regular Board and Committees meetings at least 14 days in advance. For other Board and Committees meetings, notice is generally given pursuant to the Company's Bye-Laws and the respective Terms of Reference of the Committees.

Agenda of Board meetings are prepared by the Company Secretary in consultation with the Chairman, and based on a forward calendar which helps ensure that all relevant matters for the year ahead are considered by the Board in a timely manner. All Directors are encouraged to contribute to the agenda setting process. The Board is provided with adequate, timely and reliable information about the Group's business and developments before each Board meeting at which the Directors actively participate and hold informed discussions. All Directors are asked to review and comment on the Board minutes within a reasonable time after the meetings to maintain accurate records of Board discussions and decisions.

本集團已於二零一七年三月採納經更新的通報及調查不當行為之舉報政策，當中載列通報及調查不當行為之特定程序。

本公司亦致力緊守完善之企業管治常規及遵守其根據證券及期貨條例及上市規則之內幕消息披露責任。本公司已於二零一七年三月採納經更新的內幕消息披露政策，當中載列本公司遵守有關責任之特定政策及程序。

### 董事會會議程序

董事會每年至少召開四次常規會議，通常於每季度舉行，並於需要時召開會議。本公司一般於最少十四日前就董事會及委員會常規會議發出事先通知及提供議程初稿。而其他董事會及委員會會議一般按照本公司之公司細則和各委員會職權範圍給予通知。

公司秘書經諮詢主席後根據未來日程編製會議議程，以確保年內接下來所有相關事宜均經董事會及時考慮。我們鼓勵所有董事參與制訂議程的過程。每次董事會會議前，董事會均獲提供本集團業務及發展之充足、適時和可靠之資料；會上董事積極參與及開展知情討論。全體董事須於會議後一段合理時間內審議及評核董事會會議記錄，以確保所存置之董事會會議討論和決策記錄準確。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

During the year, the Board held seven Board meetings. The attendance of each Director at Board and Committee meetings, and the annual general meeting and special general meetings is detailed in the table below.

年內，董事會已舉行七次董事會會議。各董事在董事會及委員會會議，以及股東週年大會及股東特別大會出席率詳列如下。

| Name of Director | 董事姓名  | Attendance/No. of Meeting(s) |                         |                                |                              |                        |                         |
|------------------|-------|------------------------------|-------------------------|--------------------------------|------------------------------|------------------------|-------------------------|
|                  |       | Board Meeting                | Audit Committee Meeting | Remuneration Committee Meeting | Nomination Committee Meeting | Annual General Meeting | Special General Meeting |
|                  |       | 董事會會議                        | 審核委員會會議                 | 薪酬委員會會議                        | 提名委員會會議                      | 股東週年大會                 | 股東特別大會                  |
| Mr. Ou Peng      | 歐鵬先生  | 7/7                          | -/-                     | -/-                            | 1/1                          | 1/1                    | 1/1                     |
| Mr. Meng Xuefeng | 孟雪峰先生 | 7/7                          | -/-                     | 1/1                            | -/-                          | 1/1                    | 1/1                     |
| Mr. Huang Hu     | 黃虎先生  | 7/7                          | 2/2                     | -/-                            | -/-                          | 1/1                    | 1/1                     |
| Ms. Lv Jia       | 呂佳女士  | 7/7                          | -/-                     | -/-                            | -/-                          | 1/1                    | 0/1                     |
| Dr. Song Ming    | 宋敬博士  | 6/7                          | 2/2                     | 1/1                            | 1/1                          | 1/1                    | 0/1                     |
| Dr. Sun Mingchun | 孫明春博士 | 7/7                          | -/-                     | 1/1                            | 1/1                          | 1/1                    | 1/1                     |
| Mr. Woo Chin Wan | 胡展雲先生 | 6/7                          | 2/2                     | -/-                            | -/-                          | 1/1                    | 1/1                     |

All the Directors have access to the advice and services of the Company Secretary to ensure all board procedures and all applicable laws, rules and regulations are complied with. The Directors update the Board regarding offices held in public companies and organisations, and other significant commitments once every half year. There are also procedures for the Directors to obtain independent professional advice at the Company's expense.

全體董事均取得公司秘書之意見及服務，以確保所有董事會程序及所有適用法例、規則及規例已獲遵守。董事每半年向董事會提供彼在公眾公司及組織所擔任職務及其他重大承擔之最新資料。此外，本公司亦備有程序讓董事尋求獨立專業意見，費用由本公司支付。

Apart from regular Board meetings, Mr. Ou Peng, the Chairman of the Board, also held a meeting with the non-executive Directors (including independent non-executive Directors) without the presence of the other executive Director during the year 2017 pursuant to code provision A.2.7.

除常規董事會會議外，根據守則條文第A.2.7條，董事會主席歐鵬先生亦於二零一七年內在另一名執行董事並不在場的情況下與非執行董事（包括獨立非執行董事）舉行一次會議。

### Board Diversity Policy

The Group recognises and embraces the benefits of having a diverse Board to enhance the quality of the Company's performance.

### 董事會多元化政策

本集團深信擁有成員多元化的董事會有利於提升本公司的表現質素。

The Nomination Committee of the Board is primarily responsible for leading the process for Board appointments and for identifying and nominating, for approval by the Board, suitably qualified candidates to become members of the Board. The benefits of diversity continue to influence the succession planning.

董事會提名委員會主要負責主導委任董事會成員的過程，並物色及提名具備合適資格的候選人成為董事會成員待董事會批准。多元化帶來之裨益繼續影響繼任計劃。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

On selection of candidates for directorship of the Company, the Nomination Committee makes reference to the updated board diversity policy of the Company adopted in March 2017 (“**Board Diversity Policy**”). A range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional and industry experience, skills, knowledge and time commitments will be considered on selection of such candidates to become members of the Board. All Board appointments will be based on merits and contribution that the selected individuals will bring to the Board. The Company’s own business model and specific needs will also be taken into consideration. External recruitment professionals might be engaged to carry out the selection and recruitment process when necessary.

In conducting the annual review of the effectiveness of the Board, the Nomination Committee will consider the balance of talents, skills, experience and background and the diversity representation of the Board. The Nomination Committee will review annually all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. The Nomination Committee will report annually on the process it has used in relation to Board appointments.

### Appointment and Re-election of Directors

The Board confirms the term of appointment and functions of all non-executive Directors and Board Committee members with formal letters of appointment.

Directors who are appointed to fill vacancies or as an addition to the Board are subject to re-election at the next following general meeting of the Company after his or her appointment. In addition, every Director, including every non-executive Director, shall retire from office no later than the third annual general meeting after he/she was last elected or re-elected. One-third of the Directors for the time being, or if their number is not three or a multiple of three, then a number not less than one-third, are required to retire by rotation from office at every annual general meeting under the Company’s Bye-Laws. A retiring Director is eligible for re-election.

The Company maintains procedures for Shareholders to propose a person for election as a director of the Company. The details of these procedures are published on the Company’s website.

遴選本公司董事候選人時，提名委員會參考本公司於二零一七年三月採納的經更新董事會成員多元化政策（「**董事會多元化政策**」）。甄選相關候選人成為董事會成員時將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業及行業經驗、技能、知識及承諾投放時間。董事會所有委任均以任用賢能為原則及根據獲選人將為董事會帶來的貢獻而作出，並將計及本公司自身的業務模式及特定需要。如有需要，外部招聘專業人士可能參與遴選及招聘過程。

每年進行檢討董事會的工作成效時，提名委員會將考慮董事會內之人才、技能、經驗及背景與多元化之間的均衡組合。提名委員會將每年檢討董事會達致多元化之所有可量化目標，並向董事會提出採納建議。提名委員會將每年就有關董事會委任之程序作出匯報。

### 董事之委任及重選

董事會出具正式委任函件確認所有非執行董事及董事會轄下委員會成員之任期及職能。

獲委任以填補空缺及為新增成員之董事須於其獲委任後舉行的首次本公司股東大會上重選。此外，每位董事（包括每位非執行董事）須不遲於其最近一次被選舉或重選後之第三次股東週年大會上退任。根據本公司之公司細則，每屆股東週年大會須有三分之一在職董事（或倘人數並非三或三之倍數，則不少於三分之一的董事）輪值告退。退任之董事可膺選連任。

本公司訂立股東提名人士選舉為本公司董事的程序，該等程序的詳情已刊登於本公司網站。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Directors' Remuneration

The Directors' fees and all other reimbursements and emoluments (if any) paid or payable to the Directors during the year are set out, on an individual and named basis, in Note 17 to the financial statements of this Annual Report on pages 166 to 174.

The remuneration policy of the Group is set out on pages 26 and 27 of this Annual Report.

### Compliance with the Model Code and the Company's Guidelines

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the Company's code of conduct for securities transactions by its Directors. Having made specific enquiry with all Directors, all Directors have confirmed their compliance with the required standards set out in the Model Code throughout the year ended 31 December 2017 and up to the date of this Annual Report.

The Company has adopted written guidelines (the "Company's Guidelines"), which are equally stringent as the Model Code, in respect of securities transactions by relevant employees of the Company who are likely to be in possession of unpublished inside information of the Company pursuant to code provision A.6.4 of the Corporate Governance Code. No incident of non-compliance against the Model Code or the Company's Guidelines by the Company's relevant employees has been noted after making reasonable enquiry.

### Independence of Independent Non-Executive Directors

The Board has received from each of the independent non-executive Directors a written annual confirmation of his independence pursuant to the guidelines set out in Rule 3.13 of the Listing Rules.

The Company is of the view that all independent non-executive Directors are independent in accordance with the independence guidelines as set out in the Listing Rules and is grateful for the contribution and independent advice and guidance that they have been giving to the Board and the Board Committees.

### 董事酬金

年內，已支付或應付予董事之董事袍金及所有其他付還款項及酬金（如有），按個別董事具名載列於本年報第166至174頁之財務報表附註17內。

本集團之薪酬政策載於本年報第26及27頁。

### 遵守標準守則及公司指引

董事會已採納上市規則附錄十所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」）作為本公司董事進行證券交易之操守準則。經向全體董事作出具體查詢後，全體董事均已確認彼等於截至二零一七年十二月三十一日止整個年度及截至本年報日期期間一直遵守標準守則所載的規定標準。

就可能得知本公司未公佈內幕消息之本公司有關僱員所進行之證券交易，本公司已根據企業管治守則守則條文第A.6.4條，採納不比標準守則寬鬆之書面指引（「公司指引」）。本公司於進行合理查詢後，知悉並無本公司有關僱員不遵守標準守則或公司指引之事宜。

### 獨立非執行董事之獨立性

董事會已接獲各獨立非執行董事根據上市規則第3.13條所載之指引就其獨立性發出的書面年度確認。

本公司認為，根據上市規則所載獨立性指引，全體獨立非執行董事均屬獨立，並對彼等一直以來為董事會及董事會轄下委員會所作貢獻和提供獨立意見及指導表示謝意。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Directors are required to declare their direct or indirect interests, if any, in any proposals or transactions to be considered by the Board at Board meetings and withdraw if appropriate.

董事須申報彼等在將由董事會於董事會會議審議的任何建議或交易中的直接或間接利益(如有)，並就該部份董事會會議酌情避席。

### Continuous Professional Development of Directors

### 董事的持續專業發展

Directors keep abreast of responsibilities as a Director of the Company and of the conduct, business activities and development of the Company.

董事不時了解其作為本公司董事的職責及操守以及本公司的業務活動及發展。

All Directors are encouraged to participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally-facilitated briefings for Directors are arranged and reading materials on relevant topics are distributed to Directors from time to time.

本公司鼓勵董事參與適當的持續專業發展，以發展及更新彼等的知識及技能，確保其繼續對董事會作出知情及相關的貢獻。我們不時為董事安排內部簡介會，並向董事派發有關議題的參考資料。

During the year ended 31 December 2017, all the Directors had participated in continuous professional development programmes, including internally-facilitated briefings organised by the Company and qualified professionals and trainings conducted by lawyers, and reading materials relevant to directors' duties and responsibilities. A record of the training received by the respective Directors are kept and updated by the Company. The training areas that the Directors received during the year were as follow.

截至二零一七年十二月三十一日止年度，所有董事均已參與持續專業發展計劃，包括由本公司及合資格專業人士舉辦的內部簡介會，及由律師事務所提供的培訓，以及閱讀有關董事職務及責任的材料。各董事所接受之培訓記錄由本公司保管及更新。董事於年內所接受之培訓範疇如下。

### Training Areas 培訓範疇

| Name of Director | 董事姓名  | Training Areas<br>培訓範疇   |                                 |                           |
|------------------|-------|--|---------------------------------|---------------------------|
|                  |       | Corporate Governance, Risk Management and Internal Control<br>企業管治、風險管理及內部監控 | Legal and Regulatory<br>法律及監管規定 | Group's Business<br>本集團業務 |
| Mr. Ou Peng      | 歐鵬先生  | ✓  | ✓                               | ✓                         |
| Mr. Meng Xuefeng | 孟雪峰先生 | ✓  | ✓                               | ✓                         |
| Mr. Huang Hu     | 黃虎先生  | ✓  | ✓                               | ✓                         |
| Ms. Lv Jia       | 呂佳女士  | ✓  | ✓                               | ✓                         |
| Dr. Song Ming    | 宋敏博士  | ✓  | ✓                               | ✓                         |
| Dr. Sun Mingchun | 孫明春博士 | ✓  | ✓                               | ✓                         |
| Mr. Woo Chin Wan | 胡展雲先生 | ✓  | ✓                               | ✓                         |

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Directors' Responsibility for Financial Reporting in respect of Financial Statements

All Directors acknowledge their responsibilities for preparing the financial statements of the Group for the year ended 31 December 2017.

### Other matter relating to the Board

The Group has appropriate insurance in place to cover the liabilities of the Directors and officers of the Group.

### Chairman and Chief Executive Officer

The primary role of the Chairman is to provide leadership for the Board. He is responsible for the proper functioning of the Board and for securing the application of good corporate governance practices. The Chairman ensures the Board has formulated the corporate goals and objectives, long-term business model and strategy for delivering the corporate strategy of the Group, and establishes an effective system for monitoring the progress of their effective implementation and achievement. He directs the corporate development activities of the Group and ensure effective communication with shareholders and that their views are communicated to the Board as a whole. The Chairman is also responsible for setting the Board's agenda and ensuring that adequate time is available for discussion of all agenda items in particular strategic issues. He promotes a culture of openness and debate by facilitating the effective contribution of non-executive Directors in particular and ensuring constructive relations between executive and non-executive Directors. Furthermore, the Chairman is responsible for ensuring that the Directors receive, in a timely manner, accurate, clear, complete and reliable information.

The primary role of the Chief Executive Officer is to focus on attending to the formulation and implementation of Group's policies and overseeing the implementation of the strategies and objectives agreed by the Board. The senior management should support the Chief Executive Officer in performing this. The Chief Executive Officer has principal responsibility for overseeing day-to-day management of the Group's businesses and operations, maintaining the operational performance of the Group and monitoring the operating and financial results of the Group's businesses against plans and budgets.

### 董事對財務報表的財務報告責任

全體董事確認彼等有責任編製本集團截至二零一七年十二月三十一日止年度的財務報表。

### 與董事會有關之其他事宜

本集團已就本集團董事及高級行政人員之責任作出適當投保。

### 主席及行政總裁

主席的主要職務是擔當領導董事會角色，並負責董事會的妥善運作，確保良好企業管治常規得以實行。主席確保董事會制定本集團的企業目標及宗旨、長期業務模式及策略以實現本集團的企業戰略，並建立有效機制以監控實際推行及完成的進展。彼指引本集團的企業發展活動及確保與股東保持有效聯繫，致使彼等意見可傳達整個董事會。主席亦負責訂下董事會議程，確保有足夠時間討論議程上所有事項，特別是策略上的事宜。主席通過促進非執行董事作出良好貢獻，確保執行及非執行董事間的建設性關係，從而推廣開放及議論的文化。此外，主席負責確保董事適時接收準確、清晰、完善及可靠的資訊。

行政總裁的主要職務是專注參與制訂及實行本集團政策，以及監督經董事會同意的策略及目標之落實情況，並應就此獲高級管理層的支援。行政總裁首要負責監督本集團業務及營運的日常管理、維持本集團經營表現，以及根據計劃及預算監控本集團業務的經營及財務業績。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The roles of Chairman of the Board and Chief Executive Officer of the Company have been performed by Mr. Ou Peng, our executive Director, since 9 November 2016. Although under code provision A.2.1 of the Corporate Governance Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual, the combination of the roles of chairman and chief executive officer by Mr. Ou is considered to be in the best interests of the Company and its shareholders as a whole. The Company believes that the combined roles of Mr. Ou promotes better leadership for both the Board and the management and allows more focus on developing business strategies and the implementation of objectives and policies. The balance of power and authority is ensured by the operation of the senior management and the Board, which comprise experienced and high-calibre individuals. The structure is supported by the Company's well established corporate governance structure and internal control policies.

### Board Committees

The Board has established the Audit, Remuneration and Nomination Committees with mandates to deal with certain corporate governance affairs of the Group. The terms of reference of each of the abovementioned Committees are available on the websites of the Stock Exchange and the Company.

From time to time, the Board will also establish other board committee(s) to deal with specific aspects of its business.

Each Committee is established with written terms of reference which are no less exacting than those set out in the Corporate Governance Code, setting out its roles and functions. Each member of the Committee has a formal letter of appointment setting out key terms and conditions relating to his/her appointment.

Each Committee meets as frequently as required by business developments and the operation of the Group. Committee members are provided with adequate and timely information before each meeting or discussion. All Committee members are asked to review and comment on the minutes of their meetings within a reasonable time after the meetings.

The procedures and arrangements relating to the meetings of the Board are applied to meetings of the Board Committees whenever it is appropriate.

自二零一六年十一月九日起，本公司董事會主席兼行政總裁之角色由我們的執行董事歐鵬先生擔任。儘管根據企業管治守則守則條文第A.2.1條，主席與行政總裁之角色應有區分，並不應由一人同時兼任，惟由歐先生兼任主席及行政總裁乃符合本公司及其股東整體之最佳利益。本公司認為，歐先生兼任兩職可更有效帶領董事會及管理層，並可更專注於制定業務策略，以及實行目標及政策。由富經驗及才能之人士組成之高級管理層與董事會，可確保權力與權限之間有所制衡。此架構獲本公司完善的企業管治架構及內部監控政策支援。

### 董事會轄下委員會

董事會轄下設有審核、薪酬及提名委員會，負責處理本集團的若干企業管治事務。上述各委員會之職權範圍均載於聯交所及本公司之網站。

董事會亦不時成立其他董事會轄下委員會，處理其他特定範疇之事務。

各獲設立之委員會均具書面職權範圍（條款不比企業管治守則所載條款寬鬆）載列其角色及職能。每名委員會成員均有正式委任函件，載有關於其委任之主要條款及條件。

各委員會按本集團之業務發展和運作於需要時召開會議。在每次會議或討論前，委員會成員均獲提供充足及適時之資訊。全體委員會成員須於會議後一段合理時間內審議及評核會議記錄。

董事會會議適用之程序及安排亦應用於董事會轄下委員會之會議。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Audit Committee

The Audit Committee was established with its defined written terms of reference in 1998. As at the date of this report, the Audit Committee comprises two independent non-executive Directors, namely Mr. Woo Chin Wan (Chairman of the Audit Committee) and Dr. Song Ming, and a non-executive Director, Mr. Huang Hu. A majority of Audit Committee members are independent non-executive Directors, with Mr. Woo Chin Wan and Dr. Song Ming possessing the appropriate professional qualifications and accounting and related financial management expertise.

The Audit Committee members have professional qualifications and experience in financial matters that enable the Committee to exercise its powers effectively and provide the Board with independent views and recommendations in relation to financial matters.

The principal roles of the Audit Committee are to ensure that the Company has formal and transparent arrangements for considering matters relating to the Group's financial reporting, and risk management and internal control systems and for maintaining an appropriate relationship with the Company's internal auditors (if any) and external auditors.

The duties of the Audit Committee, as set out in its terms of reference, adhere to the code provisions of the Corporate Governance Code.

The Audit Committee holds two regular meetings annually and also meets at such other times as circumstances require. Any Audit Committee member may convene a meeting of the Committee. The external auditors may also request the Committee Chairman to convene a meeting of the Audit Committee. The Audit Committee may invite the external auditors and/or members of management to attend any of the meetings. Special meetings may be called at the discretion of the Committee Chairman or at the request of management to review significant internal control, risk management or financial issues. The Committee Chairman reports to the Board at least twice a year on the Committee's activities and highlights any significant issues.

During the year, Audit Committee held two meetings and the individual attendance records of each of the Audit Committee members are set out on page 35 of this Annual Report.

### 審核委員會

本公司訂有書面職權範圍的審核委員會於一九九八年成立。截至本報告日期，審核委員會由兩名獨立非執行董事胡展雲先生（審核委員會主席）及宋敏博士，以及非執行董事黃虎先生組成。審核委員會成員大部份為獨立非執行董事，其中胡展雲先生及宋敏博士具備適當的專業資格以及會計及相關財務管理專長。

審核委員會成員具專業資格和財務事宜之經驗，有助委員會有效行使權力，並就財務事宜向董事會提供獨立意見及建議。

審核委員會之主要職責為確保本公司作出正規及具透明度之安排，以審議與本集團財務匯報，及風險管理及內部監控系統方面有關之事宜，並與本公司之內部核數師（如有）及外聘核數師維持恰當關係。

審核委員會職權範圍所載列之職務，符合企業管治守則之守則條文。

審核委員會每年召開兩次定期會議，亦應情況需要時舉行會議。任何審核委員會成員均可召開委員會會議。外聘核數師亦可要求委員會主席召開審核委員會會議。審核委員會可邀請外聘核數師及／或管理層成員出席任何會議。委員會主席可酌情決定或應管理層要求召開特別會議，審閱重大內部監控、風險管理或財務事宜。委員會主席每年向董事會作出至少兩次報告，匯報委員會之工作和提出任何重大事項。

年內，審核委員會已舉行兩次會議，各審核委員會成員的個人出席記錄載於本年報第35頁。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Audit Committee's main works during the year included reviewing:

- 2016 Annual Report, including the Corporate Governance Report, Directors' Report and the audited financial statements, as well as the related results announcement (with recommendations made to the Board for approval)
- 2017 Interim Report and interim results announcement (with recommendations made to the Board for approval)
- compliance with the Corporate Governance Code, the SFO, the Hong Kong Companies Ordinance and the Listing Rules
- in relation to the external auditors, their report on the audit of the Group's accounts, audit services plan and letter of management's representation, and their re-appointment and terms of engagement
- Internal Control Report (with areas of concerns discussed and highlighted to the Board)
- effectiveness of the financial reporting system, risk management and internal control systems and associated procedures within the Group
- connected transactions and continuing connected transaction
- Whistleblowing Policy, i.e. procedures to facilitate employees to raise, in a strictly confidential manner, concerns about possible improprieties in financial reporting, internal control or other matters

During the year, the Board has not taken any view that is different from that of the Audit Committee nor rejected any recommendation presented by the Audit Committee.

There were no material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The Audit Committee recommended to the Board (which in turn endorsed the view) that, subject to shareholders' approval at the forthcoming annual general meeting, PricewaterhouseCoopers be re-appointed as the external auditors for year 2018.

審核委員會於年內的主要工作包括審閱以下各項：

- 二零一六年年報，包括企業管治報告、董事會報告及經審核財務報表，以及相關業績公告（向董事會提供推薦建議供其審批）
- 二零一七年年報及中期業績公告（向董事會提供推薦建議供其審批）
- 企業管治守則、證券及期貨條例、香港公司條例及上市規則的合規情況
- 就有關外聘核數師、彼等對本集團賬目之審核報告、審核服務計劃及管理層聲明函件、彼等的續聘及服務條款
- 內部監控報告（討論關注事項並提醒董事會注意）
- 本集團財務匯報制度、風險管理及內部監控系統及相關程序的成效
- 關連交易及持續關連交易
- 舉報政策，即促進僱員就財務匯報、內部監控或其他方面可能發生的不正當行為在高度保密的情況下提出關注的程序

年內，董事會與審核委員會並無意見分歧，亦無拒絕接納審核委員會呈報之任何建議。

並無任何重大不確定性事件或情況可能導致對本公司持續經營之能力產生重大疑慮。

審核委員會向董事會建議（而董事會亦贊同），續聘羅兵咸永道會計師事務所為二零一八年度外聘核數師，惟須待股東在應屆股東週年大會上作出批准後方可作實。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Remuneration Committee

The Remuneration Committee was established with its defined written terms of reference in 2000. A majority of its members are independent non-executive Directors. As at the date of this report, the Remuneration Committee comprises two independent non-executive Directors, namely Dr. Song Ming (Chairman of the Remuneration Committee) and Dr. Sun Mingchun, and an Executive Director, Mr. Meng Xuefeng.

The Remuneration Committee reviews remuneration policies and structure of the Group with the delegated responsibility to determine the remuneration packages of executive Director(s) and senior management of the Group (as defined in the terms of reference of the Remuneration Committee). It also makes recommendations to the Board on the remuneration of non-executive Directors.

In conducting its work in relation to the determination of remuneration of Directors and senior management, the Remuneration Committee ensures that no individual (or any of his/her close associates) was involved in determining his or her own remuneration.

The duties of the Remuneration Committee, as set out in its terms of reference, adhere to the code provisions of the Corporate Governance Code.

The Remuneration Committee meets once a year and at such other time as necessary. Any Committee member may convene a meeting of the Remuneration Committee.

During the year, the Remuneration Committee held one meeting and the individual attendance records of each of the Remuneration Committee members are set out on page 35 of this Annual Report.

### 薪酬委員會

本公司訂有書面職權範圍的薪酬委員會於二零零零年成立，其大部份成員為獨立非執行董事。截至本報告日期，薪酬委員會由兩名獨立非執行董事宋敏博士（薪酬委員會主席）及孫明春博士，以及執行董事孟雪峰先生組成。

薪酬委員會審議本集團之薪酬政策及架構，並獲授予職責釐定本集團個別執行董事及高級管理層（如薪酬委員會職權範圍書所界定）的薪酬待遇，並就非執行董事之薪酬向董事會提供建議。

進行有關釐定董事及高級管理層薪酬的工作時，薪酬委員會確保並無個別人士（或其任何緊密聯繫人）參與釐定其自身薪酬。

薪酬委員會職權範圍所載列之職務，符合企業管治守則之守則條文。

薪酬委員會每年召開一次會議，並於有需要時舉行會議。委員會任何成員均可召開薪酬委員會會議。

年內，薪酬委員會已舉行一次會議，各薪酬委員會成員的個人出席記錄載於本年報第35頁。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Remuneration Committee's main work during the year included:

- review of the remuneration policy of the Group
- review and determination of the remuneration package of executive Directors
- review and recommendation of the Directors' fees of all the independent non-executive Directors for approval by the Board
- review and determination of the remuneration packages for members of senior management appointed/hired during the year

### Nomination Committee

The Nomination Committee was established with its defined written terms of reference in 2005. A majority of its members are independent non-executive Directors. As at the date of this report, the Nomination Committee comprises an executive Director, Mr. Ou Peng (Chairman of the Nomination Committee) and two independent non-executive Directors, namely Dr. Song Ming and Dr. Sun Mingchun.

The Nomination Committee is primarily responsible for identifying suitably qualified individuals to become members of the Board, make recommendations to the Board on the appointment of Directors and senior management, reviewing the size, structure and composition (including the skills, knowledge, experience and diversity) of the Board, and reviewing the effectiveness of the Company's Board Diversity Policy annually and making recommendations to the Board on the measurable objectives for achieving diversity on the Board. It also assesses the independence of independent non-executive Directors.

Before an appointment is made, the Nomination Committee evaluates the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepares a description of the role and capabilities required for a particular appointment. If deemed appropriate, external consultants may be engaged to identify suitable candidates.

The duties of the Nomination Committee, as set out in its terms of reference, adhere to the code provisions of the Corporate Governance Code.

The Nomination Committee shall meet at least annually or meet at such time as the Committee Chairman shall require. Any Nomination Committee member may convene a meeting of the Committee.

薪酬委員會於年內的主要工作包括：

- 審議本集團之薪酬政策
- 審議及釐定執行董事之薪酬待遇
- 審閱全體獨立非執行董事的董事袍金，並向董事會提出建議，以供批准
- 審議及釐定年內委任／聘請的高級管理層成員之薪酬方案

### 提名委員會

本公司訂有書面職權範圍的提名委員會於二零零五年成立，其大部份成員為獨立非執行董事。截至本報告日期，提名委員會由一名執行董事歐鵬先生（提名委員會主席）及兩名獨立非執行董事宋敏博士及孫明春博士組成。

提名委員會主要負責物色具備合適資格人士成為董事會成員，就董事和高級管理人員委任向董事會提出建議，並檢討董事會之規模、架構和組成（包括技能、知識、經驗及多元化），並每年檢討本公司董事會多元化政策之有效性以及就董事會達致多元化之可量化目標向董事會提出建議。其亦評估獨立非執行董事之獨立性。

在作出委任前，提名委員會評估董事會於技能、知識及經驗之均衡組合，並按此訂下該特定職位之職責及所須具備之才能。倘委員會認為恰當，亦會外聘顧問，以物色合適人選。

提名委員會職權範圍所載列之職務，符合企業管治守則之守則條文。

提名委員會須每年最少舉行一次會議或於委員會主席要求時召開會議。任何提名委員會成員均可召開委員會會議。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

During the year, the Nomination Committee held one meeting and the individual attendance records of each of the Nomination Committee members are set out on page 35 of this Annual Report.

During 2017, the Nomination Committee completed the review of the size, structure and composition of the Board and assessed the independence of Independent Non-Executive Directors pursuant to code provision A.5.2 of the Corporate Governance Code and made recommendations to the Board on the re-election of retiring directors. It also conducted a review on the diversity of the Board and recommended to the Board for approval the appointment of Mr. Meng Xuefeng as Deputy Chief Executive Officer, Mr. Wang Han as Chief Financial Officer and Ms. Li Li Hua as Deputy General Manager.

### Company Secretary

The Company Secretary reports to the Chairman, Chief Executive Officer and Deputy Chief Executive Officer and is responsible for ensuring there is a good and timely flow of information to Directors, both in their roles as Board members and as members of individual Board Committees. She also assists with the continuing professional development of Board members. The Company Secretary is responsible for taking and keeping minutes of all Board and Committee meetings.

The Company Secretary also plays an important role in advising the Board on all corporate governance-related matters. She is also available to provide advice to the Board. Ms. Zheng Yuanyuan, the Company Secretary, has confirmed that she has undertaken no less than 15 hours of relevant professional training during the year ended 31 December 2017.

年內，提名委員會舉行一次會議，各提名委員會成員的個人出席記錄載於本年報第35頁。

於二零一七年，提名委員會已根據企業管治守則守則條文A.5.2條完成檢討董事會的規模、架構及組成及評估獨立非執行董事的獨立性，並就重選退任董事向董事會提出建議。提名委員會亦已就董事會多元化進行檢討，並就委任孟雪峰先生為副行政總裁、王晗先生為財務總監及黎利華女士為副總經理向董事會提出建議，以供批准。

### 公司秘書

公司秘書向主席、行政總裁及副行政總裁匯報，並負責確保董事作為董事會成員及個別董事委員會成員均能及時獲得良好資訊。彼亦為董事會成員的持續專業發展提供協助。公司秘書負責記錄及保管所有董事會及委員會的會議記錄。

公司秘書的另一重要職責，乃就所有企業管治相關事宜向董事會作出建議。彼亦為董事會提供建議。公司秘書鄭遠遠女士已確認彼已於截至二零一七年十二月三十一日止年度內參與不少於15個小時的相關專業培訓。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Risk Management and Internal Control

All activities conducted and all decisions made by the Company may involve risks to a certain extent. The Board plays a critical role of monitoring the risk exposure of the Company. The Board considers the risks in an active manner in setting of strategies. The Board also considers the risks in assessing opportunities for business development and growth so as to determine the risk appetite of the Company.

The Board acknowledges that it has overall responsibility for the risk management and internal control systems and for reviewing the effectiveness of these systems annually so as to safeguard the shareholders' investments and the Company's assets. Accordingly, the Company has established internal control and risk management systems to provide reasonable assurance against material misstatement or loss and manage or mitigate the risk of failure to achieve business objectives.

The Company's objective is to establish a comprehensive and effective risk management and internal control systems. The Board is aware of its responsibility to ensure that an appropriate and effective risk management system is established and maintained by the Company.

The Group has in place an Enterprise Risk Management ("ERM") framework to effectively identify, assess, report, mitigate and monitor key risks. The framework provides a proactive and structured approach to identify, manage and monitor risks on an on-going basis with a common framework across the organisation to evaluate risk significance and likelihood of occurrence.

Risks faced by the Company fall into a number of principal categories: strategic risk, operational risk, compliance risk, financial risk and information risk. The procedures of ERM of the Company involve risk identification, risk assessment/prioritisation, risk response and risk monitoring and reporting. Risks and uncertainties associated with the business of the Company may have an adverse effect on business, financial conditions and results of the Company. The Company has identified certain principal risks through risk identification and assessment, and has developed risks monitoring mechanism to facilitate risk monitoring and control.

### 風險管理及內部監控

本公司進行的所有活動及作出的所有決定均涉及一定程度的風險。董事會於監督本公司所承受風險方面擔當重要角色。作為策略制訂過程的一部份，董事會積極考慮風險；亦於評估發展及擴張業務的機會時考慮風險，釐定公司的風險偏好。

董事會承認其須對風險管理及內部監控系統負有整體責任，並有責任每年檢討該等制度的有效性，以保障股東投資及公司資產。為此，本公司已設立內部監控及風險管理系統，以合理保證不會出現嚴重失實或損失，並管理或降低未能達到業務目標的風險。

本公司的目標是建立一套完備有效的風險管理及內部監控系統。董事會知悉其有責任確保本公司建立及維持適當及有效之風險管理系統。

為有效識別、評估、報告、降低及監控關鍵風險，本集團已制定企業風險管理（「**企業風險管理**」）框架。該框架為持續識別、管理及監控風險提供積極及有系統的方法，在整個組織中以共同框架評估風險嚴重程度及發生的可能性。

本公司面對的風險主要分為數個主要類別：戰略風險、營運風險、合規風險、財務風險及信息風險。本公司企業風險管理程序包括風險識別、風險評估／釐定風險程度、風險應對以及風險監控及報告。與本公司業務有關之風險及不確定因素可能對本公司之業務、財務狀況及業績造成不利影響。本公司已透過風險識別及評估辨析若干重大風險，並已制定風險監控機制以協助風險監測及控制。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Group operates a “Three Lines of Defence” risk governance model to delegate and coordinate essential risk management and control duties in a clear and cohesive manner:

- (a) First line of defence – Business units are responsible for maintaining effective internal controls and for executing risk and control procedures on a day-to-day basis. Operational management identifies, assesses, controls, and mitigates risks, guiding the development and implementation of internal policies and procedures and ensuring that activities are consistent with goals and objectives. Through a cascading responsibility structure, mid-level managers design and implement detailed procedures that serve as controls and supervise execution of those procedures by their employees.
- (b) Second line of defence – (1) Risk Management Department monitors the risk management system, and facilitates the development, setting and effective implementation of policies and guidelines. It provides advice and guidance to the first-line functional units on implementation of the risk management and internal control systems; (2) Compliance Department monitors various specific risks such as non-compliance with applicable rules and regulations; (3) Legal and Company Secretarial Department monitors various specific risks such as violation of laws and regulations; (4) Finance Department serves as a controllership function that monitors financial risks and financial reporting issues.
- (c) Third line of defence – internal audit function, which reports to the Audit Committee, provides independent assessment over the effectiveness of the risk management and internal control systems and makes recommendations based on the audit findings.

During the year, an independent professional advisory firm has been engaged by the Company as the consultant of the Group. It is responsible for conducting in-depth review on risk management and internal control systems of the Group. The advisory firm has issued a report with its opinion that the Company has maintained effective and adequate risk management and internal control systems, which are compliant and align with the Company’s operational and management systems.

本集團實施「三道防線」風險管治模式，按清楚且一致的方法分配及協調關鍵風險管理及控制職責：

- (a) 第一道防線 – 業務單位負責維持每日有效的內部監控及執行風險及監控程序。經營管理層識別、評估、控制及降低風險，指導內部政策及程序的發展及推行並確保活動與目標及宗旨一致。透過階層式責任架構，中層的經理設計並推行詳細程序，以控制及監督員工執行的程序。
- (b) 第二道防線 – (1) 風險管理部監控風險管理系統以及促進政策和指引之發展、制定，及有效執行。該部門為第一道防線的職能單位提供就推行風險管理及內部監控制度過程的建議及指引；(2) 合規部監控各類特定風險如違反適用規則及規定；(3) 法律及公司秘書部監督各類特定風險如違反適用法例及規例；(4) 財務部提供控制功能，監督財務風險及財務報告事宜。
- (c) 第三道防線 – 內部審核職能，其向審核委員會報告，就風險管理及內部監控制度之有效性提供獨立評核，並根據審核結果提供建議。

年內，本公司已委任專業獨立諮詢機構作為本集團顧問，負責對本集團的風險管理及內部監控系統進行深入的檢討。該諮詢機構已就此出具報告，認為本公司風險管理及內部監控系統維持有效及足夠，並與本公司經營管理系統兼容且匹配。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The purpose of the internal control system of the Company is to improve the operating effectiveness and efficiency, safeguard assets against abuse and unauthorised disposition, ensure the maintenance of proper accounting records and that the financial statements give a true and fair view, and ensure compliance with relevant legislation and regulations. It provides reasonable, but not absolute, assurance against material misstatement or loss, and manages, rather than eliminates, risks associated with the business activities of the Company.

The Board together with the Audit Committee have reviewed the effectiveness and adequacy of the risk management and internal control systems of the Company during the year. The Board will upgrade the existing systems of the Company with reference to the recommendations given by the abovementioned independent professional advisory firm, in the areas of financial reporting and disclosure, operation and corporate controls and risk management. The Board is satisfied that effective and adequate risk management and internal control systems of the Company are maintained and align with the operational and management systems of the Company. The Directors consider that it is necessary for the Company to continuously improve its internal control system to the extent that the risks preventing the Company from achieving its objectives can be properly managed.

### Handling and Dissemination of Inside Information

The Company has established and implemented specific policies and procedures and internal controls for the handling and dissemination of inside information, including limiting employees' access to inside information on a "need-to-know" basis and ensuring that those who need to know understand their obligations to maintain the confidentiality of any confidential information of the Group. Appropriate confidentiality agreements are put in place when the Company enters into significant negotiations. All inside information is disclosed to the public pursuant to the requirements under the SFO and the Listing Rules and is kept strictly confidential before disclosure.

本公司內部監控系統旨在提高營運效益與效率，確保資產不會被濫用及未經授權處理，維持恰當之會計紀錄及真實公平之財務報表，並確保遵守相關法律及規定。內部監控就是否存在重大錯誤陳述或損失做出合理但非絕對之保證，並管理而非消除與本公司業務活動有關之風險。

董事會連同審核委員會已於年內檢討本公司風險管理及內部監控系統是否有效及足夠。董事會將按前述專業獨立諮詢機構的意見提升公司現時的系統，包括財務報告及披露、營運及企業控制及風險管理等方面。董事會信納本公司維持有效及足夠的風險管理及內部監控系統，並與本公司經營及管理系統匹配。董事認為本公司有必要不斷持續完善內部監控系統，以讓阻礙達成本公司目標的各種風險能獲妥善管理。

### 處理及發佈內幕消息

本公司就處理及發佈內幕消息已建立並推行特定政策及程序以及內部監控，包括按「需要知道」原則限制員工取得內幕消息，並確保需知情者了解其對本集團任何機密資料具有維持保密之責任。本公司進行重大磋商時須訂立適當保密協議。所有內幕消息乃根據證券及期貨條例及上市規則項下規定向公眾披露，並在披露前受到嚴格保密。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Principal Risks and Uncertainties

Risks and uncertainties can affect the Group's business, financial condition and operating results. Key risks affecting the Group are identified below. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also have a material adverse effect on our business, financial condition, results of operations and cash flows. The Group employs an ERM framework to identify current and foreseeable risks at different levels of the organisation so as to take preventive actions to manage and mitigate their adverse impacts.

#### (1) Regulatory compliance risks

The Hong Kong financial market in which the Group operates is highly regulated. The Company, as a listed company in Hong Kong, together with certain subsidiaries with SFC licences to carry out relevant regulated activities, are required to comply with the rules and regulations from various regulatory bodies. The regulatory and compliance regime in the financial industry of Hong Kong is changing constantly, it increases the likelihood of regulatory non-compliance as new rules are introduced and existing ones are tightened. The Group may encounter challenges in keeping abreast of the changes and managing regulatory compliance risks, particularly in the areas of handling connected party transactions, notifiable transactions and managing the disclosure of inside information, preventing money laundering transactions for money lending business and securities brokerage business. Failure to comply with the applicable rules and regulations, the Group may be subject to fines, or even suspension or revocation of some or all of the licenses for carrying on the business activities. Accordingly, the Group's business operations and financial results might be materially and adversely affected.

### 主要風險及不確定因素

風險及不確定因素可影響本集團之業務、財務狀況及營運業績。影響本集團的關鍵風險識別如下。本公司目前並不知悉或本公司目前認為並非重大的其他風險及不確定因素亦可能對我們的業務、財務狀況、經營業績及現金流量帶來重大不利影響。本集團採用企業風險管理框架來識別機構內不同層面目前及可預見的風險，並採取防範措施以管理及減輕風險帶來的不利影響。

#### (1) 監管合規風險

本集團經營地點香港金融市場受到高度監管。本公司作為香港一家上市公司，連同持有證監會牌照進行相關受規管活動的若干附屬公司，均須遵守各類監管機構之規則及規例。香港金融業的監管及合規制度經常變動，引進新規例或收緊現規例會增加違反監管規定的可能性。本集團在掌握相關變化和監管法規方面的風險可能會受到挑戰，尤其是在處理關連方交易，須予公佈的交易及管理內幕消息之披露、防止放債業務及證券經紀業務出現洗錢交易等方面。倘未能遵守適用規則及規例，本集團可能會被處以罰款或甚至被停止或吊銷部份或全部從業務務活動之牌照。因此，本集團之業務營運及財務業績可能受到重大及不利影響。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### **(2) The Group requires the right people, skills and capability to manage growth and change**

The Group has established an organisation structure to address recent business changes and relevant regulatory requirements. Staff roles and responsibilities, authorities and limits, reporting lines and segregation of duties need to be clearly defined. Since most of the Group's core businesses commenced operation with limited number of key personnel in each business line, the Group is required to review the needs of staff resources in order to cope with the business expansion and deliver success in the future. Given that the competition for competent personnel in the industry is intense, there is high likelihood that competent personnel may leave the Company, therefore, the Group may encounter difficulties in attracting or retaining the services of the necessary key personnel for the business. The Group should hire and retain highly skilled employees with particular expertise or leadership capability in order to remain competitive. The implementation of the Group's strategic business plans could be undermined by failure to build a resilient corporate culture, failure to recruit or retain key personnel, unexpected loss of key senior employees, failures in the Group's succession planning and incentive plans, or failure to invest in the development of key skills.

### **(3) The Group is subject to a competitive and changing industry**

The financial service industry in Hong Kong has a large number of participants which makes the industry highly competitive. The Group has to compete against competitors which may have greater brand recognition in the market, more human and financial resources, a wider range of services and longer operating histories than that of the Group. Apart from large multinational financial institutions, the Group also faces competition from local small and medium-sized financial services firms which offer a similar range of services. Failure to maintain the Group's competitive strengths by responding rapidly to the changing business environment and intensified competition may erode the Group's market share and have an adverse impact on the operating performance and financial results.

### **(2) 本集團須合適人材、技能及能力以管理增長及變動**

本集團已建立組織架構以應對近期業務變動及相關監管規則。員工職務及責任、職權及限制、匯報途徑及職責分工需要清楚界定。本集團大多數核心業務開展時，各業務範疇以少數主要人員進行營運，本集團需檢討人力資源之需求以應對業務擴張及於未來達致成功。由於行業對有能力人士的競爭激烈，有能力人士很可能會離開本公司，因此本集團可能在吸引或挽留對業務而言屬必要的主要人員之服務上遭遇困難。為確保競爭力，本集團必須僱用及挽留具專業技能或領導能力的高技術員工。若未能建立彈性的企業文化、未能招聘或挽留主要人員、無法預計之主要高級員工流失、本集團繼任安排及激勵計劃不成功或未能投資關鍵技術之發展，本集團策略業務計劃之推行可能會因而受到負面影響。

### **(3) 本集團處於競爭且瞬息萬變的行業**

香港金融服務業參與者眾多，使得該行業競爭非常激烈。本集團必須和在市場中可能擁有較高品牌知名度、具更多人力及財務資源、提供更多種服務及具更悠久營運歷史的競爭者競爭。除了大型跨國金融機構外，本集團亦面臨來自當地提供類似服務的中小型金融服務機構的競爭。倘未能迅速回應變動營商環境及激烈的競爭以保持本集團競爭力，本集團可能會流失市場份額並對營運表現及財務業績有不利影響。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### (4) Risks related to strategic planning and reputation

GWAMCC, one of the four major state-owned financial asset management corporations in the PRC, is engaged in the businesses of acquisition, management and disposal of non-performing assets, asset management, banking, securities, insurance, trust, leasing, investment, etc. As a result of changes in the Group's shareholding structure and businesses in 2016 and 2017, GWAMCC became the ultimate controlling shareholder of the Company. The Group is now principally engaged in property investment and provision of financial services including asset management and corporate finance, while securities brokerage business will be included upon obtaining the Type 1 license from the SFC. The Board has formulated development plans and strategies to accomplish the strategic objectives of transforming the Group into a conglomerate with businesses in property investment and integrated financial services, and developing the Company as a major listed entity and an integrated development platform of GWAMCC outside Mainland China.

The Group will leverage the solid foundation, strengths and reputation that GWAMCC has formed in Hong Kong and Mainland China, in order to constantly expand its businesses. As such, the Group is exposed to inherent reputation risks, failure to deliver quality services to clients could result in an adverse impact on Great Wall's brand reputation.

### (5) Financial and regulatory reporting risks

The Company has statutory and social responsibilities to prepare accurate and timely financial statements which provide objective and reliable information for stakeholders to base their decisions upon. Inaccurate or untimely reporting could seriously damage the Group's position such as a drop in share price, or impaired sourcing/financing ability. The Group introduced various new businesses in 2017 (i.e. asset management and corporate finance businesses), which indicates that new financial reporting processes are implemented and experienced finance staff would be required to extract, assemble, aggregate and analyse financial data to ensure accurate financial reporting. The process of financial recording becomes more complex and frequent, and transactions may involve complex accounting treatment or estimation. Besides, the Group will adopt new or revised accounting standards (e.g. HKFRS 15 – Revenue from Contracts with Customers and HKFRS 16 – Lease) in the near future, the Finance Department is required to assess the impact of the new or revised standards upon adoption. In addition, licensed corporations are subject to various statutory returns (i.e. the Securities and Futures (Financial Resources) Rules, Disclosure of Interests, etc.) under the requirement of the SFC and other regulatory bodies.

### (4) 有關策略計劃及聲譽風險

中國長城資產為中國四家主要國有金融資產管理企業之一，其業務包括收購、管理及處置不良資產、資產管理、金融、證券、保險、信託、租賃、投資等。於二零一六年及二零一七年本集團股權架構及業務改變後，中國長城資產成為本集團最終控股股東。本集團目前主要從事物業投資及提供金融服務，包括資產管理及企業融資，於證監會獲得第一類牌照後將包括證券經紀業務。董事會已制定發展計劃及策略以達成策略目標，以將本集團轉型為業務包括物業投資及綜合金融服務的集團，並將本公司發展成為中國長城資產於中國內地境外之主要上市實體和綜合發展平台。

本集團將依賴中國長城資產於香港及中國內地所建立的紮實基礎、優勢及聲譽以持續擴展業務，因此面臨固有聲譽風險，未能向客戶提供優質服務可能對長城的品牌聲譽產生不利影響。

### (5) 財務及監管報告風險

本公司有法定及社會責任編製準確及適時的財務報表，以向權益人提供客觀及可靠資訊以供彼等作出決策。不準確及未適時報告可能會嚴重損害本集團的狀況如股價下跌或降低採購／融資能力。本集團於二零一七年引進各類新業務（即資產管理及企業融資業務），代表新財務報告程序已實行及具經驗的財務員工須摘要、匯集、匯整及分析財務數據以確保財務報告準確。財務紀錄之程序變得更為複雜及頻繁，交易可能涉及複雜會計處理或估計。此外，近期本集團將採納新訂及經修訂會計準則（如香港財務報告準則第15號－客戶合約收入及香港財務報告準則第16號－租賃），財務部門須評估採納新訂及經修訂準則後的影響。此外，持牌法團須根據證監會及其他監管機構規定提交各類報告（即證券及期貨（財政資源）規則、披露權益等）。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### **(6) The Group requires a robust internal control system and controls**

The Group is operating under a highly regulated environment. As a listed company with SFC licensed subsidiaries, members of the Group are required to establish sound and effective internal controls which are designed to identify and manage the risk of failure to achieve business objectives, ensure reliable financial reporting, effective and efficient operations, and compliance with applicable laws and regulations. Apart from the investment property business, other core businesses, including asset management and corporate finance were newly introduced in 2017, while securities brokerage business is still undergoing license application process. The Group is in the process of staff recruiting and establishing relevant policies and procedures to cope with the business development. Strengthening of the internal control and risk management systems is an ongoing process, the Group is expected to continue designing and implementing appropriate measures to meet the changing business environment. Failure in delivering services in a proper manner, the Group may result in facing a loss in market share, reputation and sales revenue.

### **(7) Risks pertaining to investment properties**

The prospects of the Group's property investment business depend on the performance of the property market in Hong Kong. The property market in Hong Kong is affected by many factors, including but not limited to, changes in local and international economic, political, social and legal environments and changes in Hong Kong's fiscal and monetary policies, all of which are beyond the control of the Group. The Group holds various commercial and industrial properties in Hong Kong and derives revenue through leasing out the properties. Being one of the Group's core businesses, any property market downturn in Hong Kong may materially and adversely affect the financial position, operations, businesses and prospects of the Group and may lead to fair value loss of the Group's investment properties.

### **(6) 本集團須要穩健的內部監控系統及控制**

本集團在嚴格規管的環境下經營。身為包含證監會持牌附屬公司的上市公司，本集團成員公司須建立完善且有效的內部監控，旨在識別及管理失敗風險以達成業務目標、確保財務報告乃可靠、經營兼具成效及效率，以及符合適用法例及規例。除投資物業業務外，其他包括資產管理及企業融資之核心業務皆於二零一七年新引進，而證券經紀業務則仍在進行牌照申請程序。本集團目前正在進行員工招聘及建立相關政策及程序以應對業務發展。我們將持續加強內部監控及風險管理系統，本集團期許持續設計及落實妥善的措施以面對變動的業務環境。如未能以適當方式提供服務，本集團可能會面臨市場份額、聲譽及銷售收入的虧損。

### **(7) 投資物業涉及的風險**

本集團物業投資業務的前景視乎香港物業市場之表現而定。香港物業市場受多項因素影響，包括但不限於當地及國際經濟、政治、社會及法律環境改變以及香港財政及貨幣政策改變，這一切因素並非本集團所能控制。本集團在香港擁有多項商業及工業物業，並透過出租其物業獲得收益。作為本集團其中一項核心業務，香港物業市場不景可對本集團財務狀況、營運、業務及前景構成重大不利影響，亦可引致本集團投資物業公平值虧損。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### External Auditors

PricewaterhouseCoopers was first appointed as the Group's external auditors in 2001.

During the year ended 31 December 2017, PricewaterhouseCoopers provided the following audit and non-audit services to the Group:

### 外聘核數師

羅兵咸永道會計師事務所於二零零一年首次獲委聘為本集團之外聘核數師。

截至二零一七年十二月三十一日止年度內，羅兵咸永道會計師事務所向本集團提供下列審核及非審核服務：

|                |      | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|----------------|------|-----------------------------------|-----------------------------------|
| External audit | 外聘審核 | 1,100                             | 900                               |
| Tax services   | 稅務服務 | 145                               | 595                               |
| Other services | 其他服務 | 1,647                             | 5,173                             |

Other services were mainly rendered in connection with various transactions entered into by the Group during the current year.

其他服務乃主要就本集團於本年度訂立的多項交易而提供。

PricewaterhouseCoopers will retire and offer themselves for re-appointment at the annual general meeting of the Company to be held on 15 June 2018.

羅兵咸永道會計師事務所將於二零一八年六月十五日召開之本公司股東週年大會上退任，並同意受聘連任。

The statement by PricewaterhouseCoopers about their reporting responsibilities for the financial statements of the Group is set out in the "Independent Auditor's Report" section of this Annual Report on pages 97 to 103.

羅兵咸永道會計師事務所關於其在本集團財務報表之報告責任聲明載於本年報第97至103頁「獨立核數師報告」一節。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Investor Relations & Shareholders' Rights

All of the Company's shares are ordinary shares carrying equal voting rights. Please refer to the "Directors' Report" section of this Annual Report on page 77 for information regarding the public float status of the Company.

The Company recognises its responsibility to look after the interests of its shareholders. Shareholder relations play an integral part in corporate governance. The Company keeps shareholders informed of its performance, operations and significant business developments by adopting a transparent and timely corporate disclosure policy, i.e. the Shareholders' Communication Policy, which complies with the Listing Rules and provides all shareholders with equal access to such information.

The Shareholders' Communication Policy is available on the website of the Company.

The Company reports on financial and operating performance to shareholders twice each year through annual and interim reports. Shareholders are given opportunities to raise concerns or propose recommendations to the Board at the Company's annual general meetings. The Company's external auditors attend annual general meetings to answer questions about the external audit and the audit report. Shareholders may visit our website ([www.gwpaholdings.com](http://www.gwpaholdings.com)) for share price information, latest business developments, announcements, corporate governance policies and practices and other relevant shareholder information.

### 投資者關係及股東之權利

本公司所有股份均為附帶相同投票權之普通股。有關本公司公眾持股量狀況之資料，請參閱本年報第77頁「董事會報告」一節。

本公司確認其有責任照顧股東之利益，而集團與股東之關係乃企業管治不可或缺之一環。本公司採納具透明度及適時之公司資料披露政策（即股東通訊政策），持續向股東匯報業績表現、營運情況及重大業務發展。該政策符合上市規則之規定，讓所有股東均有同等機會取得有關資料。

股東通訊政策可於本公司網站內查閱。

本公司透過年度報告及中期報告，每年兩次向股東匯報財務及經營表現。股東可於本公司之股東週年大會上向董事會提出所關注之事宜或提出建議。本公司之外聘核數師出席股東週年大會，回應關於外部審核及審核報告之提問。股東可瀏覽本集團網站 ([www.gwpaholdings.com](http://www.gwpaholdings.com))，查閱有關本集團的股價資料、最新業務發展概況、公告、企業管治政策及常規以及其他相關股東資訊。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company Secretary is responsible for responding enquiries from shareholders and other interested parties. Specific enquiries by shareholders requiring the Board's and management's attention (to the extent it is publicly available and appropriate to provide) can be sent to the Company, for the attention of the Company Secretary, by mail to Units 6507-6510, 65/F., The Center, 99 Queen's Road Central, Hong Kong.

Note: Any such letter from the shareholders should be marked "Shareholders' Communication" on the envelope.

The Company will not normally deal with verbal or anonymous enquiries.

The Company promotes fair disclosure of information to all investors and uses best endeavours to ensure that disclosures made by the Company comply with the Listing Rules' prohibition against selective disclosure of inside information.

From 1990 to 2017, all annual and special general meetings of shareholders held by the Company were attended by the then incumbent chairman of the Board. During the year, the Company held one annual general meeting and one special general meeting, and the attendance records of each of the individual Directors are set out on page 35 of this Annual Report.

Shareholders have specific rights to convene special general meetings. A shareholder or shareholders holding not less than one-tenth of the Company's shares may require the Directors to convene a special general meeting of the Company by depositing a signed requisition at the registered office of the Company, pursuant to the Companies Act 1981 of Bermuda, with a copy to the principal place of business of the Company in Hong Kong, stating the purpose of the meeting.

Note: Any such written requisition from the shareholders should be marked "Shareholders' Communication" on the envelope.

公司秘書負責回應股東及其他有興趣人士之查詢。股東可以郵寄方式送函致公司秘書，地址為香港皇后大道中99號中環中心65樓6507-6510室，向董事會及管理層作出特定查詢（以可公開查閱及適當提供者為限）。

註：任何來自股東的該等函件須於信封註明「股東通訊」。

一般而言，本公司不會處理口頭或匿名的查詢。

本公司致力向所有投資者公正披露資料，並竭盡所能確保本公司作出的資料披露符合上市規則禁止選擇性披露內幕消息之規定。

由一九九零年至二零一七年，當時在任之董事會主席均有出席本公司舉行之所有股東週年大會及股東特別大會。年內，本公司曾舉行一次股東週年大會及一次股東特別大會，各董事的個人出席記錄載於本年報第35頁。

股東有特定權利召開股東特別大會。持有不少於本公司股份十分之一的一名或多名股東，可根據百慕達一九八一年《公司法》向本公司註冊辦事處交付一份說明會議目的之經簽署書面要求，並向本公司於香港之主要營業地點交付一份副本要求董事召開本公司股東特別大會。

註：任何來自股東的該等書面要求須於信封註明「股東通訊」。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Shareholders can submit a written requisition to move a resolution at general meeting. The shareholders shall represent not less than one-twentieth of the total voting rights of all the shareholders having at the date of the requisition a right to vote at the general meeting to which the requisition relates, or shall not be less than one hundred shareholders. The written requisition must be signed by all the requisitionists and state the resolution, accompanied by a statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at the general meeting. The requisition must be deposited at the Company's registered office pursuant to the Companies Act 1981 of Bermuda, with a copy to its principal place of business in Hong Kong, for the attention of the Company Secretary, not less than six weeks before the general meeting in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition. If, after the requisition requiring notice of a resolution has been deposited at the registered office of the Company, an annual general meeting is called for a date six weeks or less after the requisition has been deposited, the requisition though not deposited within the above-mentioned time shall be deemed to have been properly deposited for the purposes thereof. The requisitionists shall be responsible for the relevant expenses incurred in accordance with the Companies Act 1981 of Bermuda unless the Company otherwise resolves.

Note: Any such written requisition from the shareholders should be marked "Shareholders' Communication" on the envelope.

The Company held an annual general meeting in June 2017, during which matters including re-election of retiring Directors, authorisation of the Board to fix Directors' remuneration, re-appointment of external auditors, and grant of general mandates for the issuance and buy-back of Company's shares by the Group, were presented for shareholders' approval. At such annual general meeting, details of the poll voting procedures and the rights of shareholders to demand a poll were set out in the circular to shareholders. All proposed resolutions were voted by poll and the poll results were published on the websites of the Stock Exchange and the Company.

股東可提出書面要求於股東大會上提呈決議案。股東人數須佔於提出要求當日有權於與該要求有關之股東大會上投票之全體股東總投票權不少於二十分之一的股東，或不少於一百名股東。有關書面要求須由所有呈遞要求人士簽署及列明有關決議案，連同一份不多於一千字之聲明，內容有關任何所建議決議案提述之事宜或將在股東大會上處理之事務。該要求必須根據百慕達一九八一年《公司法》交回本公司之註冊辦事處，並向其於香港之主要營業地點交付一份副本，註明收件人為公司秘書。如該要求須要發出決議案通告，須在股東大會舉行前不少於六個星期送達，如為任何其他要求，則須在股東大會舉行前不少於一個星期送達。如須要刊發決議案通告之要求提交予本公司註冊辦事處後，已於提交要求後六星期或以內期間召開股東週年大會，則即使該要求未於上述期限內提交，亦應視為已就有關目的妥為提交。除非本公司另有決議，呈遞要求人士應按百慕達一九八一年《公司法》負責相關產生的開支。

註：任何來自股東的該等書面要求須於信封註明「股東通訊」。

本公司於二零一七年六月舉行之股東週年大會上，提呈予股東批准之事宜包括重選退任董事、授權董事會釐定董事薪酬、重新委聘外聘核數師及授予本集團發行及購回本公司股份之一般授權。於該股東週年大會，有關以投票方式表決之程序及股東要求以投票方式表決之權利的詳情載列於致股東之通函內。所有提呈之決議案均以投票方式表決。表決結果已在聯交所及本公司網站上刊載。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

During the year 2017, the Company has not made any significant amendment to its Memorandum of Association and Bye-Laws. The Company's Memorandum of Association and Bye-Laws is available on the websites of the Stock Exchange and the Company.

The Company's forthcoming annual general meeting will be held on 15 June 2018. A circular containing, among other matters, further information relating to the forthcoming annual general meeting will be despatched to the shareholders of the Company as soon as practicable.

### Disclosures of Directors' Information Pursuant to Rule 13.51B(1) of the Listing Rules

#### Other Major Appointments

- Mr. Woo Chin Wan (our independent non-executive Director) was appointed as an independent non-executive director of Bank of Communications Co., Ltd. (stock code: 3328), a company listed on Main Board of the Stock Exchange, with effect from 27 November 2017.
- Dr. Sun Mingchun (our independent non-executive Director) has served as the honorary institute fellow of The Asia-Pacific Institute of Business of The Chinese University of Hong Kong, with effect from November 2017.

### Remuneration of Senior Management

The remuneration of the members of the senior management by band for the year ended 31 December 2017 is set out below:

|                             |                         | Number of<br>members of<br>senior<br>management<br>高級管理層成員數目 |
|-----------------------------|-------------------------|--|
| HK\$500,000 – HK\$1,500,000 | 500,000港元 – 1,500,000港元 | 2  |
| <b>Total</b>                | <b>合計</b>               | <b>2</b>   |

於二零一七年，本公司並無對其組織章程大綱及公司細則作出任何重大修訂。本公司的組織章程大綱及公司細則可於聯交所及本公司網站內查閱。

本公司應屆股東週年大會將於二零一八年六月十五日舉行。本公司將在切實可行情況下盡快向本公司股東寄發載有關於應屆股東週年大會之進一步詳情以及其他事項之通函。

### 根據上市規則第13.51B(1)條披露董事資料

#### 其他主要任命

- 胡展雲先生（本公司獨立非執行董事）於二零一七年十一月二十七日獲委任為交通銀行股份有限公司（股份代號：3328）的獨立非執行董事，該公司於聯交所主板上市。
- 孫明春博士（本公司獨立非執行董事）自二零一七年十一月起出任香港中文大學亞太工商研究所名譽教研學人。

### 高級管理層酬金

截至二零一七年十二月三十一日止年度高級管理層成員按薪酬範圍劃分的酬金載列如下：





# DIRECTORS' REPORT

## 董事會報告

The Board is pleased to submit this report together with the audited consolidated financial statements of Great Wall Pan Asia Holdings Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2017.

### Principal Activities and Segments Information

The Company is an investment holding company. The principal activities of the Group during the year are property investment and provision of financial services.

An analysis of the Group's performance for the year by operating segments is set out in Note 4 to the consolidated financial statements.

### Business Review

A fair review of the Group's business and the analysis of its performance as well as prospects of the Group's business are provided in the “Chairman's Statement” and “Management Discussion and Analysis” sections of this Annual Report (which form part of the Directors' Report).

### Major Suppliers and Customers

During the year, the aggregate revenue attributable to the Group's five largest customers represented 86.11% of the Group's total revenue and revenue attributable to the largest customer included therein amounted to 30%.

Save for the continuing connected transactions entered with the Company's controlling shareholder, Great Wall International, as disclosed in this report, as far as the Directors are aware, neither the Directors, their close associates, nor shareholders who owned more than 5% of the Company's total number of issued shares as at 31 December 2017 had any interest in the five largest customers.

Since the Group is engaged in property investment and provision of financial services, in the opinion of the Directors, it is of no value to disclose details of the Group's suppliers.

董事會欣然提呈本報告以及長城環亞控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至二零一七年十二月三十一日止年度之經審核綜合財務報表。

### 主要業務及分部資料

本公司為投資控股公司。本集團於本年度之主要業務為物業投資及提供金融服務。

本集團各營運分部於本年度之業績分析載於綜合財務報表附註4。

### 業務回顧

本集團業務之公平審視及其表現之分析以及本集團業務之前景載於本年報的「主席報告書」及「管理層討論及分析」內（其組成董事會報告之一部份）。

### 主要供應商及客戶

年內，本集團五大客戶應佔收益總額佔本集團收益總額的86.11%，而當中計及之最大客戶營業額佔30%。

除於本報告披露有關與本公司控股股東長城國際訂立之持續關連交易外，就董事所知，所有董事、其緊密聯繫人或於二零一七年十二月三十一日擁有本公司已發行股份總數逾5%之股東，概無擁有五大客戶之任何權益。

由於本集團從事物業投資及提供金融服務業務。董事認為，披露本集團供應商詳情並無價值。

# DIRECTORS' REPORT

## 董事會報告

### Financial Results

The profits of the Group for the year and the financial position of the Company and the Group as at 31 December 2017 are set out in the consolidated financial statements on pages 104 to 110 of this Annual Report.

### Dividends

The Board resolved not to declare any interim dividend for the six months ended 30 June 2017 (2016: Nil).

The Board has resolved not to recommend any payment of final dividend for the year ended 31 December 2017 (2016: Nil).

### Five-year Financial Summary

The summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 196 of this Annual Report.

### Investment Properties

All of the Group's investment properties were revalued by an independent professionally qualified valuers as at 31 December 2017 using the fair value model. Details of investment properties of the Group are disclosed in Note 6 to the consolidated financial statements.

### Subsidiaries

Particulars of the Company's principal subsidiaries as at 31 December 2017 are set out in Note 30 to the consolidated financial statements.

### Associate

Particulars of the Group's principal associate as at 31 December 2017 are set out in Note 30 to the consolidated financial statements.

### 財務業績

本集團於本年度之盈利以及本公司和本集團於二零一七年十二月三十一日之財務狀況詳列於本年報第104至110頁之綜合財務報表。

### 股息

董事會議決不宣派截至二零一七年六月三十日止六個月之任何中期股息（二零一六年：無）。

董事會議決不建議派發截至二零一七年十二月三十一日止年度之任何末期股息（二零一六年：無）。

### 五年財務摘要

本集團過往五個財政年度之業績及資產與負債摘要載於本年報第196頁。

### 投資物業

本集團所有於二零一七年十二月三十一日之投資物業由獨立專業合資格估值師採用公平值模式進行重估。本集團的投資物業之詳情於綜合財務報表附註6中披露。

### 附屬公司

本公司於二零一七年十二月三十一日之主要附屬公司之詳情載於綜合財務報表附註30。

### 聯營公司

本集團於二零一七年十二月三十一日之主要聯營公司之詳情載於綜合財務報表附註30。

# DIRECTORS' REPORT

## 董事會報告

### Share Capital

Details of the authorised and issued share capital of the Company are set out in Note 15 to the consolidated financial statements.

### Distributable Reserves

Distributable reserves of the Company as at 31 December 2017, calculated under the Companies Act 1981 of Bermuda, amounted to HK\$639,101,000 (2016: HK\$642,992,000).

### Bank Loans and Other Borrowings

The total borrowings of the Group as at 31 December 2017 were approximately HK\$1,435.7 million (2016: Nil). Particulars of borrowings are set out in Note 13 to the consolidated financial statements.

### Pre-emptive Rights

There is no provision for pre-emptive rights under the Company's Bye-Laws or the laws in Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### Charitable Donations

During the year, charitable donations made by the Group amounted to HK\$32,712 (2016: Nil).

### 股本

本公司法定及已發行股本之詳情載於綜合財務報表附註15。

### 可供分派儲備

根據百慕達一九八一年《公司法》所計算本公司於二零一七年十二月三十一日的可供分派儲備為639,101,000港元(二零一六年: 642,992,000港元)。

### 銀行貸款及其他借貸

本集團於二零一七年十二月三十一日的借貸總額約為1,435.7百萬港元(二零一六年: 無)。借貸詳情載於綜合財務報表附註13。

### 股份優先購買權

本公司之公司細則或百慕達之法例均無規定本公司須按比例優先向現有股東發行新股份之優先購買權規定。

### 慈善捐款

本集團於本年度之慈善捐款為32,712港元(二零一六年: 無)。

# DIRECTORS' REPORT

## 董事會報告

### Directors

### 董事

The Directors of the Company during the year and as at the date of this Annual Report are: 年內及於本年報日期的本公司董事如下：

| Executive Directors<br>執行董事 | Title<br>職銜 | Date of Appointment as Director<br>獲委任為董事日期 |
|-----------------------------|-------------|---|
|-----------------------------|-------------|---|

|                     |   |                               |
|---------------------|---|-------------------------------|
| Mr. Ou Peng<br>歐鵬先生 | Chairman of the Board and Chief Executive Officer<br>董事會主席兼行政總裁 | 5 November 2016<br>二零一六年十一月五日 |
|---------------------|---|-------------------------------|

|                           |   |                               |
|---------------------------|---|-------------------------------|
| Mr. Meng Xuefeng<br>孟雪峰先生 | Deputy Chief Executive Officer<br>副行政總裁 | 5 November 2016<br>二零一六年十一月五日 |
|---------------------------|---|-------------------------------|

### Non-executive Directors

#### 非執行董事

|                      |  |                               |
|----------------------|--|-------------------------------|
| Mr. Huang Hu<br>黃虎先生 |  | 5 November 2016<br>二零一六年十一月五日 |
|----------------------|--|-------------------------------|

|                    |  |                               |
|--------------------|--|-------------------------------|
| Ms. Lv Jia<br>呂佳女士 |  | 5 November 2016<br>二零一六年十一月五日 |
|--------------------|--|-------------------------------|

### Independent Non-executive Directors

#### 獨立非執行董事

|                       |  |                               |
|-----------------------|--|-------------------------------|
| Dr. Song Ming<br>宋敏博士 |  | 5 November 2016<br>二零一六年十一月五日 |
|-----------------------|--|-------------------------------|

|                           |  |                               |
|---------------------------|--|-------------------------------|
| Dr. Sun Mingchun<br>孫明春博士 |  | 5 November 2016<br>二零一六年十一月五日 |
|---------------------------|--|-------------------------------|

|                           |  |                               |
|---------------------------|--|-------------------------------|
| Mr. Woo Chin Wan<br>胡展雲先生 |  | 5 November 2016<br>二零一六年十一月五日 |
|---------------------------|--|-------------------------------|

The Board has established three committees, being the Audit Committee, the Remuneration Committee and the Nomination Committee. The table below details the membership and composition of each of the three committees as at the date of this Annual Report.

董事會轄下設有三個委員會，分別為審核委員會、薪酬委員會及提名委員會。下表分別載列於本年報日期三個委員會各自的成員及組成詳情。



# DIRECTORS' REPORT

## 董事會報告

| Director         | 董事    | Audit Committee<br>審核委員會 | Remuneration Committee<br>薪酬委員會 | Nomination Committee<br>提名委員會 |
|------------------|-------|--------------------------|---------------------------------|-------------------------------|
| Mr. Ou Peng      | 歐鵬先生  |                          |                                 | C                             |
| Mr. Meng Xuefeng | 孟雪峰先生 |                          | M                               |                               |
| Mr. Huang Hu     | 黃虎先生  | M                        |                                 |                               |
| Dr. Song Ming    | 宋敏博士  | M                        | C                               | M                             |
| Dr. Sun Mingchun | 孫明春博士 |                          | M                               | M                             |
| Mr. Woo Chin Wan | 胡展雲先生 | C                        |                                 |                               |

C: Chairman of the Committee  
M: Member of the Committee

C: 委員會主席  
M: 委員會成員

In accordance with Bye-Law 99 of the Company's Bye-Laws, Mr. Ou Peng, Dr. Song Ming and Dr. Sun Mingchun shall retire by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

根據本公司之公司細則第99條之規定，歐鵬先生、宋敏博士及孫明春博士將輪值退任，並符合資格且願意於本公司應屆股東週年大會上膺選連任。

### Directors' Service Contracts

Each of the Directors has entered into an appointment letter with the Company and is appointed for a specific term.

### 董事服務合約

各董事已與本公司訂立委任書並按特定任期委任。

No Director proposed to be re-elected at the forthcoming annual general meeting has an unexpired service contract with the Group, which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

本集團並無與擬於應屆股東週年大會上膺選連任之董事訂立本集團不可於一年內不須作出賠償（法定賠償除外）而可予以終止之未到期服務合約。

There are no service contracts with Directors that are exempt under Rule 13.69 of the Listing Rules. No emoluments were paid to any Directors as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2016: Nil).

概無與董事訂立的服務協議可豁免遵守上市規則第13.69條。年內，本公司概無向任何董事支付任何酬金，作為彼加入本集團或加入本集團後的獎勵或離職的補償（二零一六年：無）。

# DIRECTORS' REPORT

## 董事會報告

### Interests of Directors and Chief Executives

As at 31 December 2017, so far as was known to the Directors, none of the Directors and Chief Executives of the Company had any interest or short position in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### Directors' and Chief Executives' Rights to Acquire Shares or Debentures

As at 31 December 2017, none of the Directors and Chief Executives (including their spouses and children under 18 years of age) had any interest in, or had been granted, or exercised, any rights to subscribe for shares (or warrants or debentures, if any) of the Company and its associated corporations (within the meaning of Part XV of the SFO).

### Interests of Substantial Shareholders

The interests of substantial shareholders in the shares and underlying shares of the Company as at 31 December 2017, as recorded in the register required to be kept under Section 336 of Part XV of the SFO or as the Company is aware, are set out in the table below.

### 董事及最高行政人員權益

於二零一七年十二月三十一日，就董事所知，本公司董事及最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份及債權證中擁有記錄於根據證券及期貨條例第XV部第352條規定備存之登記冊，或根據標準守則須另行知會本公司及聯交所的任何權益或淡倉。

### 董事及最高行政人員購買股份或債權證之權利

於二零一七年十二月三十一日，概無董事及最高行政人員（包括彼等配偶及其不足十八歲之子女）於本公司及相聯法團（定義見證券及期貨條例第XV部）股份中擁有任何權益，或曾獲授或行使任何認購本公司及其相聯法團之股份（或認股權證或債權證（如有））的權利。

### 主要股東權益

根據證券及期貨條例第XV部第336條規定備存的登記冊所載或據本公司所知悉，主要股東於二零一七年十二月三十一日於本公司股份及相關股份中擁有的權益載列於下表。

# DIRECTORS' REPORT

## 董事會報告

The Company had been notified of the following substantial shareholders' interests in the shares of the Company as at 31 December 2017:

本公司獲悉下列主要股東於二零一七年十二月三十一日持有的本公司股份權益如下：

| Name of substantial shareholder   | Capacity/Nature of interest                     | Number of ordinary shares held | Approximate percentage of the issued share capital <sup>(3)</sup> |
|---|---|--------------------------------|---|
| 主要股東名稱  | 身份／權益性質   | 持有普通股數目                        | 佔已發行股本的概約百分比 <sup>(3)</sup>                                       |
| China Great Wall Asset Management Co., Ltd.<br>中國長城資產管理股份有限公司                     | Interest in a controlled corporation<br>受控制法團權益 | 1,174,018,094 (L)              | 74.89%  |
| China Great Wall AMC (International) Holdings Company Limited<br>中國長城資產(國際)控股有限公司 | Interest in a controlled corporation<br>受控制法團權益 | 1,174,018,094 (L)              | 74.89%  |
| Great Wall Pan Asia (BVI) Holding Limited <sup>(1)</sup>                          | Beneficial owner<br>實益擁有人                       | 1,174,018,094 (L)              | 74.89%  |
| Central Huijin Investment Ltd. <sup>(2)</sup><br>中央匯金投資有限責任公司 <sup>(2)</sup>      | Interest in a controlled corporation<br>受控制法團權益 | 155,000,000 (L)                | 9.89%   |
| China Construction Bank Corporation <sup>(2)</sup><br>中國建設銀行股份有限公司 <sup>(2)</sup> | Interest in a controlled corporation<br>受控制法團權益 | 155,000,000 (L)                | 9.89%   |
| Wan Tai Investments Limited <sup>(2)</sup><br>萬鈦投資有限公司 <sup>(2)</sup>             | Beneficial owner<br>實益擁有人                       | 155,000,000 (L)                | 9.89%   |

The letter "L" denotes the entity's long position in such shares.

[L] 表示該實體於有關股份中的好倉。

# DIRECTORS' REPORT

## 董事會報告

### Notes:

- (1) Great Wall Pan Asia (BVI) Holding Limited is a wholly-owned subsidiary of China Great Wall AMC (International) Holdings Company Limited which, in turn, is wholly-owned by China Great Wall Asset Management Co., Ltd.. Under the SFO, China Great Wall AMC (International) Holdings Company Limited and China Great Wall Asset Management Co., Ltd. are deemed to be interested in all the shares of the Company owned by Great Wall Pan Asia (BVI) Holding Limited.
- (2) Central Huijin Investment Ltd. holds 57.31% of China Construction Bank Corporation which, in turn, indirectly owns 100% of Wan Tai Investments Limited. Wan Tai Investments Limited is therefore a controlled corporation of China Construction Bank Corporation and Central Huijin Investment Ltd. pursuant to Section 316 of the SFO.
- (3) Approximate percentage was calculated based on the 1,567,745,596 ordinary shares of the Company in issue as at 31 December 2017.

Save as disclosed above, as at 31 December 2017, the Company had not been notified of any persons who had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of Part XV of the SFO.

### Share Option Scheme

The Company has a share option scheme (the “**Scheme**”) which was approved at the annual general meeting of the Company held on 24 May 2010. The Scheme is designed to motivate the eligible persons, whose contributions are or will be beneficial to the performance, growth and success of the Group, to optimise their future contributions to the Group and reward them for their past contributions and enable the Group to attract and retain individuals with experience and ability.

Under the Scheme, the Board may, at its discretion, grant options to the eligible persons as defined in the Scheme (the “**Eligible Persons**”) to subscribe for shares of the Company (the “**Shares**”). The basis of eligibility of any of the Eligible Persons to the grant of any options shall be determined by the Board from time to time on the basis of their contribution to the development and growth of the Group.

### 附註：

- (1) Great Wall Pan Asia (BVI) Holding Limited為中國長城資產(國際)控股有限公司的全資附屬公司，而中國長城資產(國際)控股有限公司則由中國長城資產管理股份有限公司全資擁有。根據證券及期貨條例，中國長城資產(國際)控股有限公司及中國長城資產管理股份有限公司均被視為於Great Wall Pan Asia (BVI) Holding Limited擁有的全部本公司股份中擁有權益。
- (2) 中央匯金投資有限責任公司持有中國建設銀行股份有限公司57.31%權益，而中國建設銀行股份有限公司則間接擁有萬鈦投資有限公司100%權益。根據證券及期貨條例第316條，萬鈦投資有限公司因而屬中國建設銀行股份有限公司及中央匯金投資有限責任公司的受控制法團。
- (3) 概約百分比按本公司於二零一七年十二月三十一日已發行的1,567,745,596股普通股計算。

除上述披露者外，於二零一七年十二月三十一日，本公司並無獲悉尚有任何人士於本公司股份或相關股份中擁有記錄於根據證券及期貨條例第XV部第336條規定備存的登記冊的任何其他權益或淡倉。

### 購股權計劃

本公司設有購股權計劃(「**計劃**」)，並於二零一零年五月二十四日舉行之本公司股東週年大會上獲批准通過。該計劃旨在鼓勵其貢獻確屬或將會有利於本集團之業績表現、增長及成就之合資格人士，於日後充份發揮彼等對本集團之貢獻及嘉獎彼等過往之貢獻，亦有助本集團吸納及挽留具經驗及能力之人才。

根據計劃，董事會可酌情向計劃中所界定之合資格人士(「**合資格人士**」)授予購股權，以認購本公司股份(「**股份**」)。董事會將不時根據合資格人士對本集團發展及增長之貢獻，釐定彼等獲授任何購股權資格之基準。

# DIRECTORS' REPORT

## 董事會報告

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Scheme (and under any other scheme of the Company) shall not in aggregate exceed 10% of the Shares in issue as at the date of the adoption of the Scheme (the “**Mandate Limit**”) provided that the Company may seek approval from its shareholders to refresh the Mandate Limit. Moreover, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme (and under any other scheme of the Company) shall not exceed 30% of the Shares in issue from time to time. The maximum number of Shares issued and to be issued upon exercise of the options granted to any one Eligible Person (including exercised and outstanding options) under the Scheme in any 12-month period shall not exceed 1% of the Shares in issue from time to time.

There were no outstanding options under the Scheme at the beginning of the year ended 31 December 2017.

The period within which an option may be exercised will be determined by the Board at its absolute discretion but no option may be exercised later than 10 years from the date on which the option is granted. The minimum period for which an option must be held before it can be exercised is determined by the Board upon the grant of an option. The amount payable on acceptance of an option is HK\$1.

The subscription price of the options under the Scheme shall be determined by the Board at its absolute discretion at the time of grant of the options but it shall not be less than whichever is the highest of: (i) the nominal value of a Share; (ii) the closing price of the Shares as stated in the daily quotation sheet of the Stock Exchange on the date of the Board's approval of grant of the option (the “**Offer Date**”); and (iii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the Offer Date.

The Scheme will expire on 23 May 2020.

No share option was granted or cancelled under the Scheme during the year ended 31 December 2017.

根據計劃（及本公司任何其他計劃）授出之所有購股權獲行使而可予發行之股份總數，最多不得超逾於採納計劃當日已發行股份之10%（「**授權上限**」），惟本公司可尋求股東批准修訂授權上限。此外，行使所有根據計劃（及本公司任何其他計劃）授出但未行使之購股權而可予發行之股份數目，最多不得超逾不時已發行股份之30%。在任何十二個月期間，任何合資格人士根據計劃獲授之購股權（包括已行使及未行使之購股權）獲行使而已發行及將予發行之股份總數，最多不得超逾不時已發行股份之1%。

於截至二零一七年十二月三十一日止年度之初，計劃項下概無任何未行使購股權。

購股權之行使期將由董事會全權酌情釐定，惟購股權不可於購股權授出之日起計十年後行使。購股權行使前必須符合董事會於授出購股權時所釐定之最短持有期限。接納購股權時應付之代價為1港元。

根據計劃，購股權之認購價將由董事會於授出購股權之時全權酌情釐定，惟不得低於下列之最高者：(i)股份之面值；(ii)股份於董事會批准授出購股權當日（「**授出日期**」）在聯交所每日報價表所報之收市價；及(iii)股份於緊接授出日期前五個營業日在聯交所每日報價表所報之平均收市價。

計劃將於二零二零年五月二十三日屆滿。

截至二零一七年十二月三十一日止年度，概無根據計劃授出或註銷任何購股權。

# DIRECTORS' REPORT

## 董事會報告

### Directors' Interest in Competing Business

None of the Directors of the Company has any interest in a business which competes or is likely to compete, directly or indirectly, or with the business of the Group during the year.

### Directors' Material Interests in Transactions, Arrangements and Contracts of Significance

No transaction, arrangement or contract of significance in relation to the Group's business to which the Company, the Company's subsidiaries, fellow subsidiaries or its holding company was a party and in which a Director of the Company or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year ended 31 December 2017 or at any time during the year.

### Management Contracts

- (1) A Tenancy Management Agreement was entered into between a wholly-owned subsidiary of the Company and Cushman & Wakefield Property Management Limited ("DTZ") whereby DTZ is responsible for management of our investment properties.

The Tenancy Management Agreement was entered for a term of 2 years commencing from 14 November 2016 to 13 November 2018 and will be renewed automatically on a year to year basis unless terminated in accordance with the terms of such Agreement. Management fee of approximately HK\$68,390 was paid by the Company for the year ended 31 December 2017.

- (2) An Advertising Agency Agreement was entered into between a wholly-owned subsidiary of the Company and SCMP Outdoor Media Limited, the then wholly-owned subsidiary of the Group, whereby SCMP Outdoor Media Limited is responsible for management of our outdoor billboards, which are on the exterior walls of Yue King Building at Causeway Bay, Hong Kong.

The Advertising Agency Agreement was entered for a term commencing from 5 April 2016 and ending on 31 May 2018. Approximately HK\$3,001,800 was paid by the Company for the year ended 31 December 2017.

### 董事於競爭性業務之權益

本公司董事於本年度概無於任何足以或可能直接或間接與本集團業務構成競爭之業務中擁有任何權益。

### 董事於重大交易、安排及合約之權益

本公司、其附屬公司、同系附屬公司或其控股公司概無訂立有關本集團業務而本公司董事或其有關連企業直接或間接於其中享有重大利益，於截至二零一七年十二月三十一日止年度終結時或在本年度內任何時間仍生效之重要交易、安排及合約。

### 管理合約

- (1) 本公司全資附屬公司與戴德梁行物業管理有限公司（「戴德梁行」）簽訂租賃管理協議。根據該協議，戴德梁行負責管理我們的投資物業。

該租賃管理協議由二零一六年十一月十四日起至二零一八年十一月十三日止，為期兩年，並自動按年延續，除非根據該協議條款終止。截至二零一七年十二月三十一日止年度，本公司已支付的管理費約為68,390港元。

- (2) 本公司全資附屬公司與本集團當時全資附屬公司SCMP Outdoor Media Limited簽訂廣告代理協議。根據該協議，SCMP Outdoor Media Limited負責管理我們位於香港銅鑼灣愉景樓外牆的戶外廣告牌。

該廣告代理協議有效期自二零一六年四月五日起至二零一八年五月三十一日止。截至二零一七年十二月三十一日止年度，本公司已支付約3,001,800港元。

# DIRECTORS' REPORT

## 董事會報告

Apart from the foregoing, no contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

### Permitted Indemnity Provisions

The Company's Bye-Laws provide that, to the extent not avoided by the statutes, the Directors are entitled to be indemnified out of the assets of the Company against all losses, liabilities and costs which he/she may sustain or incur in connection with the execution of the duties of his/her office or otherwise in relation thereto.

Directors' liability insurance policies containing permitted indemnity provisions have been taken out and maintained in force during the financial year and as at the date of approval of this report to provide appropriate cover for the Directors and directors of the subsidiaries of the Group in respect of the relevant liabilities and costs associated with legal proceedings against them.

### Principal Risks and Uncertainties

For more details about the principal risks and uncertainties in which the Group are facing and also the relevant risk management objectives and policies, please refer to the "Risk Management and Internal Control" section contained in the Corporate Governance Report and Note 29 to the consolidated financial statements of this Annual Report.

### Financial Key Performance Indicators

The relevant financial key performance indicators relating to the business of the Group are set out in the "Management Discussion and Analysis" section and the consolidated financial statements of this Annual Report.

### Compliance with the Relevant Laws and Regulations

The Group mainly carries out its businesses in Hong Kong. As far as the Board of Directors and management are aware, the Group has complied in all material respects with the relevant laws and regulations in Hong Kong that have a significant impact on the business and operation of the Group. During the year ended 31 December 2017, there was no material breach of, or non-compliance, with the applicable laws and regulations by the Group.

除上述者外，本公司於本年度內並無簽訂或存在有關管理及經營本公司全部或任何主要部份業務之合約。

### 獲准許的彌償條文

本公司的公司細則規定，於不會因法規以致無效的情況下，每位董事有權就其任期內或因執行其職務而可能遭致或發生之損失、責任及成本從本公司資產中獲得賠償。

本集團已設有包括獲准許彌償條文的董事責任保險政策，並於本財政年度內及截至批准本報告之日期維持有效，以就針對彼等之法律程序之相關責任及費用為本公司及本集團附屬公司董事提供適當的保障。

### 主要風險及不確定因素

關於本集團所面對之主要風險及不確定因素以及相關風險管理目標及政策的詳情，請參閱本年報企業管治報告中的「風險管理及內部監控」以及綜合財務報表附註29。

### 財務關鍵表現指標

有關本集團業務的相關財務關鍵表現指標載於本年報的「管理層討論及分析」及綜合財務報表內。

### 遵守相關法例及規例

本集團主要於香港進行其業務。據董事會及管理層所知，本集團於所有重大方面皆已遵守對本集團業務及營運具重大影響之相關香港法例及規例。於截至二零一七年十二月三十一日止年度內，本集團概無嚴重違反或不遵守適用法例及規例。

# DIRECTORS' REPORT

## 董事會報告

### Environmental Policies and Performance

The Group is committed to the long-term sustainability of the environment and communities in which it operates. To constantly enhance the sustainable development and strengthen the awareness of environmental protection of all staff, the Company has formulated and implemented the Green Office Policy, and such policy will be updated from time to time in accordance with actual market conditions so as to cover more scopes, thus benefiting the implementation of green office culture. The Green Office Policy states that the Company is committed to the materials saving, energy saving, waste reduction, and strives to minimise the consumption of natural resources and energy; reduce the creation of waste and recycle material whenever practical; ensure all waste is disposed of in a safe and responsible manner; and monitor and evaluate progress and performance for continuous improvement.

The environment policies and performance of the Group for the year ended 31 December 2017 is set out in the "Environmental, Social and Governance Report" section on pages 78 to 96 of this Annual Report.

### Relationship with Employees and Customers

The Group ensures all employees are reasonably remunerated and regularly reviews the employment policies on remuneration and other benefits.

Details of the practices in relation to employment are set out in the "Environmental, Social and Governance Report" section on pages 78 to 96 of this Annual Report.

The Group maintains a good relationship and close contacts with the customers and has regular review of requirements of customers.

### Retirement Benefits Scheme

The Group's principal retirement benefits scheme available to its Hong Kong employees are defined contribution scheme (the Mandatory Provident Fund) which is administered by independent trustees. Both the Group and the employees contribute respectively to the schemes sums which represent a certain percentage of the employees' salaries.

### 環境政策及表現

本集團致力於其經營環境和社區的長期可持續發展。為不斷提升可持續發展能力和加強全體員工環境保護意識，本公司已制定並實施綠色辦公室政策，並按實際市場情況不時更新，以涵蓋更多範圍，從而增益綠色辦公文化的推行。綠色辦公室政策表明，本公司對營運中的節材、節能、減廢等目標作出承諾，致力於減少對自然資源和能源的消耗；在切實可行的情況下避免產生浪費，及回收可再生資源；確保所有廢物以安全和負責任的方式處置；以及監測並評估進度和表現，以持續改進。

有關本集團截至二零一七年十二月三十一日止年度的環境政策與表現載於本年報第78至96頁之「環境、社會及管治報告」內。

### 與僱員及客戶之關係

本集團確保所有僱員得到合理的薪酬，並定期檢討有關薪酬及其他福利的僱傭政策。

有關僱傭常規之詳情載於本年報第78至96頁之「環境、社會及管治報告」內。

本集團與其客戶維持良好的關係及維持緊密聯繫，並定期審閱客戶的要求。

### 退休福利計劃

本集團的香港僱員退休福利計劃主要是界定供款計劃（強制性公積金），由獨立受託人管理，分別由本集團及僱員同時按僱員薪金的若干百分率為基準供款。



# DIRECTORS' REPORT

## 董事會報告

### Connected Transactions and Continuing Connected Transaction

#### (1) Connected Transactions – Acquisitions of Great Wall Pan Asia Asset Management Limited and Great Wall Pan Asia Corporate Finance Limited

On 19 May 2017, Great Wall Pan Asia III Holding Limited (“GWPAlIIH”, a wholly-owned subsidiary of the Company) and Great Wall International entered into the sale and purchase agreement, pursuant to which Great Wall International conditionally agreed to sell, and GWPAlIIH conditionally agreed to purchase, the entire issued share capital in Great Wall Pan Asia Asset Management Limited (長城環亞資產管理有限公司) (“GWPA-AM”) for a cash consideration of HK\$38,701,969.

On 19 May 2017, Great Wall Pan Asia II Holding Limited (“GWPAlIH”, a wholly-owned subsidiary of the Company) and Great Wall International entered into the sale and purchase agreement, pursuant to which Great Wall International conditionally agreed to sell, and GWPAlIH conditionally agreed to purchase, the entire issued share capital in Great Wall Pan Asia Corporate Finance Limited (長城環亞融資有限公司) (“GWPA-CF”) for a cash consideration of HK\$868,834.

The acquisitions of GWPA-AM (licensed to carry out Type 1 (dealing in securities) (restricted by certain conditions), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO) and GWPA-CF (licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO) were in line with the Group’s strategic plan and constituted an important step towards the diversification of its business to provision of financial services. The Group, enlarged with GWPA-CF, GWPA-AM and its subsidiaries with well-established platform of Qualified Foreign Limited Partners under the Shen Zhen Qian Hai’s pilot scheme in the PRC, would be able to enhance the Group’s revenue sources, profitability and long-term growth potential.

### 關連交易及持續關連交易

#### (1) 關連交易 – 收購長城環亞資產管理有限公司及長城環亞融資有限公司

於二零一七年五月十九日，Great Wall Pan Asia III Holding Limited (「GWPAlIIH」，本公司全資附屬公司) 與長城國際訂立買賣協議，據此，長城國際有條件同意出售及GWPAlIIH有條件同意購入長城環亞資產管理有限公司 (「長城資管」) 之全部已發行股本，現金代價為38,701,969港元。

於二零一七年五月十九日，本公司全資附屬公司Great Wall Pan Asia II Holding Limited (「GWPAlIH」) 與長城國際訂立買賣協議，據此，長城國際有條件同意出售及GWPAlIH有條件同意購入長城環亞融資有限公司 (「長城融資」) 之全部已發行股本，現金代價為868,834港元。

收購長城資管 (獲授權從事證券及期貨條例項下第1類 (證券交易) (受若干條件規限)、第4類 (就證券提供意見) 及第9類 (資產管理) 受規管活動) 及長城融資 (獲授權從事證券及期貨條例項下第6類 (就機構融資提供意見) 受規管活動) 符合本集團的戰略計劃，並構成業務多元化至提供金融服務的重要一步。經長城融資、長城資管及其附屬公司 (具備中國深圳前海合資格外資有限合夥人試點計劃的完善平台) 擴大後的集團可擴闊其收入來源、盈利能力及長期增長潛力。

# DIRECTORS' REPORT

## 董事會報告

As Great Wall International is a connected person of the Company under Chapter 14A of the Listing Rules, the above acquisitions of GWPA-AM and GWPA-CF constitute discloseable and connected transactions for the Company under the Listing Rules. Details of the said acquisitions are set out in the Company's announcements dated 19 May, 29 June, 21 July and 6 October 2017 and the Company's circular dated 30 June 2017.

Completion of the above acquisitions of GWPA-AM and GWPA-CF took place on 6 October 2017.

### (2) Continuing Connected Transaction – Asset Management Agreement in relation to the Provision of Discretionary Asset Management Services

On 29 June 2017, GWPA-AM and Great Wall International entered into an amended and restated asset management agreement (the “**Restated Asset Management Agreement**”), pursuant to which the parties thereto agreed to amend and restate certain terms of the asset management agreement dated 19 May 2017 previously entered between the aforesaid parties. Pursuant to the Restated Asset Management Agreement, GWPA-AM conditionally agreed to provide discretionary asset management services to Great Wall International for a term of three years commencing on 11 October 2017 at a management fee equal to 1.5% per annum of the assets as consideration for performing discretionary asset management services. Details of the Restated Asset Management Agreement and the agreed annual caps set for each of the four financial years ending 31 December 2020 are set out in the circular of the Company dated 30 June 2017.

As Great Wall International is a connected person of the Company under Chapter 14A of the Listing Rules, the entering into of Restated Asset Management Agreement and all the transactions contemplated thereunder constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

For the year ended 31 December 2017, the aggregate amount of management fee received by GWPA-AM under the Restated Asset Management Agreement was HK\$10,125,000, which is within the annual cap of HK\$13,500,000.

由於長城國際為上市規則第14A章項下本公司的關連人士，上述收購長城資管及長城融資構成上市規則下本公司之須予披露及關連交易。有關上述收購詳情列載於本公司日期為二零一七年五月十九日、六月二十九日、七月二十一日及十月六日的公告以及本公司日期為二零一七年六月三十日的通函。

上述收購長城資管及長城融資已於二零一七年十月六日完成。

### (2) 持續關連交易 – 關於提供自主決定資產管理服務之資產管理協議

於二零一七年六月二十九日，長城資管與長城國際訂立一份經修訂及重訂資產管理協議（「**重訂資產管理協議**」），據此，其訂約方同意修訂及重訂先前由上述訂約方訂立日期為二零一七年五月十九日之資產管理協議若干條款。根據重訂資產管理協議，長城資管有條件同意向長城國際提供自主決定資產管理服務，自二零一七年十月十一日開始，為期三年，收取相等於資產按年率1.5%的管理費作為提供自主決定資產管理服務之代價。重訂資產管理協議及有關截至二零二零年十二月三十一日止四個財政年度協定每年的年度上限詳情載於本公司日期為二零一七年六月三十日的通函內。

由於長城國際為上市規則第14A章項下本公司的關連人士，重訂資產管理協議的訂立及其項下進行的所有交易根據上市規則第14A章構成本公司的持續關連交易。

截至二零一七年十二月三十一日止年度，根據重訂資產管理協議項下由長城資管收取的管理費總額約為10,125,000港元，並無超出年度上限13,500,000港元。

# DIRECTORS' REPORT

## 董事會報告

The Group has followed the terms of the continuing connected transactions conducted during the year as mentioned in paragraph (2) above, which were determined in accordance with the pricing policies as set out in the relevant circular of the Company. Such continuing connected transactions have been reviewed by the independent non-executive Directors of the Company who have confirmed that the transactions have been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) in accordance with the agreement governing the transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditors was engaged to report on the Group's continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor of the Company has issued an unqualified letter containing his findings and conclusions in respect of the continuing connected transaction disclosed by the Group in accordance with paragraph 14A.56 of the Listing Rules and confirmations of the matters set out in that rule. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

本集團已遵守上文第(2)段所述於年內實施的持續關連交易條款，其乃根據本公司有關通函內所載的定價政策而制定。本公司獨立非執行董事經審閱該等持續關連交易後確認此等交易：

- (a) 乃在本集團的日常業務中訂立；
- (b) 按照一般商業條款或更佳條款進行；及
- (c) 根據有關交易的協議進行，條款屬公平合理，並且符合本公司股東的整體利益。

本公司核數師已獲委聘根據香港會計師公會頒佈的《香港核證工作準則》第3000號（經修訂）「審核或審閱歷史財務資料以外的核證工作」及參照實務說明第740號「關於香港《上市規則》所述持續關連交易的核數師函件」報告本集團的持續關連交易。本公司核數師已根據上市規則第14A.56條及載於該規定中就該事宜之確認發出無保留意見函件，而該函件載有核數師對有關本集團披露的持續關連交易的發現及結論。本公司已將核數師函件副本送呈聯交所。

# DIRECTORS' REPORT

## 董事會報告

### Related Party Transactions

Details of the significant related party transactions, other than connected transactions and continuing connected transactions, undertaken in the normal course of business are provided under Note 31 to the consolidated financial statements. None constitutes a discloseable connected transaction as defined under the Listing Rules.

### Purchase, Sale or Redemption of the Company's Shares

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2017.

### Code for Securities Transactions by Directors

The Board has adopted the Model Code as set out in Appendix 10 of the Listing Rules as the Company's code of conduct for securities transactions by its Directors. Having made specific enquiry with all Directors, all Directors have confirmed their compliance with the required standards set out in the Model Code during the year ended 31 December 2017 and up to the date of this Annual Report.

### Corporate Governance

The Company is committed to maintaining a high standard of corporate governance. Details of the Company's corporate governance practices are set out in the "Corporate Governance Report" section on pages 30 to 57 of this Annual Report.

### 關聯方交易

在正常業務過程中進行的重大關聯方交易（除關連交易及持續關連交易外）詳情載於綜合財務報表附註31。根據上市規則的定義，這些關聯方交易並不構成任何須予披露的關連交易。

### 購買、出售或贖回本公司股份

截至二零一七年十二月三十一日止年度內，本公司及其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

### 董事進行證券交易之守則

董事會已採納上市規則附錄十所載標準守則，作為本公司董事進行證券交易之操守準則。經向全體董事作出具體查詢後，全體董事均已確認彼等於截至二零一七年十二月三十一日止整個年度及截至本年報日期期間一直遵守標準守則所載的規定標準。

### 企業管治

本公司致力維持高水平之企業管治。有關本公司之企業管治常規之詳細資料載於本年報第30至57頁之「企業管治報告」內。

# DIRECTORS' REPORT

## 董事會報告

### Material Event

#### Very Substantial Acquisition

Reference is made to the circular of the Company dated 30 December 2017 (the “VSA Circular”), capitalised terms used in this sub-paragraph have the same meanings as those defined in the VSA Circular.

On 28 November 2017, GWPA Property I Holding Limited (“**GWPA Property**”), a wholly-owned subsidiary of the Company) entered into the Shareholders Agreement (which was amended and restated on 15 February 2018 and 12 April 2018 respectively) with Broad Street Investments Holding (Singapore) Pte. Ltd., Garden Cruz Limited, the JVCo and the Manager in relation to the formation of the JVCo.

GWPA Property agreed to subscribe for 29.9% of class A ordinary shares of the JVCo. The total Contribution contributed by GWPA Property under the JV Investment (other than the Advance) would be up to HK\$3,192,000,000, and as at the date of this Annual Report, the actual contribution paid to the joint venture by GWPA Property was HK\$3,123,382,161.

Under the Shareholders Agreement, GWPA Property also agreed to provide an Advance of not more than HK\$743,000,000 to the JVCo in consideration of the grant of a call option which entitles GWPA Property to purchase the Option PropCo and as at the date of this Annual Report, the actual amount of the Advance provided to the joint venture by GWPA Property was HK\$725,051,488.

The JVCo is the holding company in the JV Group which carries on the business of acquiring, holding, managing, developing or disposing of the Portfolio Assets comprising certain commercial properties and shopping centres, plazas and carparks in Hong Kong. The JV Group had contracted to purchase the Portfolio Assets following acceptance of the Bid by the Seller on 28 November 2017.

### 重大事項

#### 非常重大收購事項

茲提述本公司日期為二零一七年十二月三十日的通函（「**非常重大收購事項通函**」），本分段所用詞彙與非常重大收購事項通函所界定者具有相同涵義。

於二零一七年十一月二十八日，GWPA Property I Holding Limited（「**GWPA Property**」，本公司之全資附屬公司）就成立合營公司與Broad Street Investments Holding (Singapore) Pte. Ltd.、Garden Cruz Limited、合營公司及管理人訂立股東協議（該協議已分別於二零一八年二月十五日及二零一八年四月十二日修訂及重訂）。

GWPA Property已同意認購合營公司之A類普通股的29.9%。GWPA Property於合營投資項下同意注入之注資總額（除該墊款外）不超過3,192,000,000港元，於本年報日期，GWPA Property實際支付合營公司的注資額為3,123,382,161港元。

根據股東協議，GWPA Property亦同意向合營公司提供不超過743,000,000港元的該墊款，以作為授出認購選擇權之代價，該選擇權賦予GWPA Property權利向合營集團購入選擇權項目公司，於本年報日期，GWPA Property實際向合營公司提供的該墊款為725,051,488港元。

合營公司為合營集團之控股公司，其從事購買、持有、管理、發展或出售組合資產（包括若干位於香港的商業物業以及購物中心、廣場及停車場）之業務。緊隨賣方於二零一七年十一月二十八日接納該投標後，合營集團已協定購買組合資產。

# DIRECTORS' REPORT

## 董事會報告

At the special general meeting of the Company held on 22 January 2018, approval has been granted to GWPA Property by the shareholders of the Company regarding the Shareholders Agreement and the transactions contemplated thereunder (including the JV Investment and provision of the Advance).

Completion of the Shareholders Agreement took place on 22 February 2018 and completion of the acquisition of the Portfolio Assets by the JV Group took place on 28 February 2018. Further details are set out in the Company's announcements dated 1 December 2017 and 22 January 2018, and the Company's circular dated 30 December 2017.

### Sufficiency of Public Float

According to the information that is available to the Company and within the knowledge of the Directors, the percentage of the Company's shares which were in the hands of the public exceeded 25% of the Company's total issued shares as at the date of this Annual Report.

### Auditors

The consolidated financial statements for the year have been audited by the auditors of the Company, PricewaterhouseCoopers, who will retire and, being eligible, offer themselves for reappointment at the forthcoming annual general meeting of the Company.

On behalf of the Board  
**Ou Peng**  
Chairman of the Board

Hong Kong, 26 March 2018

於本公司在二零一八年一月二十二日舉行的股東特別大會上，GWPA Property獲本公司股東授權進行有關股東協議及其項下預期進行之交易（包括合營投資及提供該墊款）。

股東協議已於二零一八年二月二十二日完成，以及合營集團收購組合資產已於二零一八年二月二十八日完成。更多詳情列載於本公司日期為二零一七年十二月一日及二零一八年一月二十二日的公告，以及本公司日期為二零一七年十二月三十日的通函。

### 足夠公眾持股量

根據本公司所獲資料及據董事所知，於本年報日期，公眾人士所持本公司股份百分比超過本公司全部已發行股份的25%。

### 核數師

本年度綜合財務報表已由本公司核數師羅兵咸永道會計師事務所審核，而該事務所將任滿告退，惟符合資格且願意於本公司應屆股東週年大會應聘連任。

代表董事會  
董事會主席  
**歐鵬**

香港，二零一八年三月二十六日

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### About this Report

This Environmental, Social and Governance Report (the “**Report**”) serves as a review on the efforts and achievements made by Great Wall Pan Asia Holdings Limited (the “**Company**”, “**GWPA Holdings**” or “**we**”) for its sustainability issues in 2017. This Report discloses the Company’s practices for its commitment to social responsibilities and its philosophies of sustainable development. As a platform for communication with all stakeholders, this Report also makes responses to the major concerns of all stakeholders in our efforts to facilitate mutual understandings. This Report is to be read in conjunction with GWPA Holdings’ 2017 Annual Report, in particular the Corporate Governance Report contained therein.

### Reporting Boundary

This Report covers the material sustainability issues in the operation, correlated efforts and activities, which the Company has control on. This Report covers the period from 1 January 2017 to 31 December 2017 (the “**Reporting Period**”). This Report encompasses the offices rented and operated by GWPA Holdings, which are the Units 6507-6510, 65/F., The Center, 99 Queen’s Road Central, Hong Kong.

### Preparation Basis

This Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide under Appendix 27 of the Main Board Listing Rules of the Stock Exchange.

### Feedback to this Report

We welcome feedback on our sustainability practice and performance. The feedback could be sent by post to the Company Secretary at Units 6507-6510, 65/F., The Center, 99 Queen’s Road Central, Hong Kong.

### 關於本報告

本環境、社會及管治報告（「**本報告**」）旨在回顧二零一七年長城環亞控股有限公司（以下簡稱「**本公司**」、「**長城環亞控股**」或「**我們**」）在可持續發展方面所做的工作以及績效，披露本公司承擔社會責任做出的實踐以及本公司的可持續性發展理念，同時回應各權益人所關注的重要議題，為各權益人提供互動溝通平台，促進相互理解。本報告應與長城環亞控股二零一七年年報報告，特別是當中的「**企業管治報告**」一併閱讀。

### 報告範圍

本報告涵蓋本公司具有控制權的經營業務、相關工作及活動中的重要可持續發展議題。本報告內容涵蓋二零一七年一月一日至二零一七年十二月三十一日（「**報告期**」）。本報告的組織範圍主要包含長城環亞控股租賃並經營的辦公室，即香港皇后大道中99號中環中心65樓6507-6510室。

### 編製基礎

本報告遵循聯交所主板證券上市規則附錄二十七所載之《環境、社會及管治報告指引》編製。

### 報告意見反饋

我們歡迎對我們可持續發展實踐和績效的反饋。反饋意見可以郵寄方式送函致公司秘書，地址為香港皇后大道中99號中環中心65樓6507-6510室。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Stakeholder Engagement and Materiality Assessment

The Company identifies government and regulatory authorities, shareholders, employees, suppliers, customers and the general public as its major stakeholders, and attaches significance on maintaining communication and interaction with the stakeholders by establishing diversified platforms and mechanisms of communications.

The Company has prepared this Report to respond the ten major concerns identified based on the materiality principle and selected by analyzing the opinions from the stakeholders.

### 權益人溝通及重要議題評估

本公司識別其主要權益人為政府及監管機構、股東、員工、供應商、客戶以及社會公眾，並且非常重視透過建立多元化的溝通對話平台與機制以維持與權益人的溝通及交流。

本公司根據重要性原則與權益人的意見分析得出十大主要議題，並在本報告中進行回應。

#### Major areas

##### 主要範疇

#### Ten major concerns

##### 十大重要議題

Social-Product responsibility  
社會－產品責任

Customers satisfaction  
客戶滿意度

Social-Employment and labour practices  
社會－僱傭及勞工常規

Development and training of employees  
員工發展及培訓

Social-Supply chain management  
社會－供應鏈管理

Selection of suppliers and assessment of their products and services  
供應商選擇、產品及服務評估

Social-Employment and labour practices  
社會－僱傭及勞工常規

Remuneration packages and benefits of the employees  
員工薪酬及福利待遇

Environment  
環境

Energy use  
能源使用

Social-Employment and labour practices  
社會－僱傭及勞工常規

Composition of employees  
員工組成

Social-Product responsibility  
社會－產品責任

Protection of consumer data and privacy  
保護消費者資料及私隱

Social-Anti-corruption  
社會－反貪污

Preventing bribery, extortion, fraud and money laundering  
防止賄賂、勒索、欺詐及洗黑錢

Social-Employment and labour practices  
社會－僱傭及勞工常規

Preventing child and forced labour  
防止童工及強制勞工

Social-Anti-corruption  
社會－反貪污

Anti-corruption policies and measures and whistle-blowing  
反貪污政策、措施及舉報機制



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

This Report is divided into two major sections to respond to the environmental and social concerns by reporting the corresponding achievements during the Reporting Period. The Company recognises the importance of sustainable development and environmental protection and determines to respond to the environmental concerns of our stakeholders by formulating policies and introducing measures to manage our impacts. Meanwhile, we still focus on our social performance and consider it as a crucial part of evaluating our overall performance.

### 1. Environment

The Company is committed to fulfilling its environmental responsibilities and reducing the potential environmental impacts of its operation as far as practicable. The Company's operation, focusing on property investment and provision of financial services, involves mainly clerical work and business meetings. The resulting direct emissions are limited to employees' workplace waste, sewage, waste paper and waste office stationery. The indirect greenhouse gas ("GHG") emission from purchased electricity is the largest component of our carbon footprint. We are aware of the negative impacts of the climate change on our operation. Thus, we will ensure that activities in our offices are conducted in accordance with sound environmental practices.

The Company developed a *Green Office Policy* to enhance the management and standardize the sustainability practices in our office. The policy was announced to all levels of employees and was implemented in September 2017. All employees of the Company are responsible for being aware of the environmental and health impacts of their jobs and for continually striving to minimise these impacts as set forth in the policy.

The Company participated in the "Hong Kong Green Organisation Certification" led by the Environmental Campaign Committee alongside the Environmental Protection Department and in conjunction with nine organisations. We obtained two of these certificates, including "Wastewi\$e Certificate (Basic Level)" and "Energywi\$e Certificate (Basic Level)", and signed the *Energy Saving Charter* issued by the Hong Kong Government. We were successfully granted the title and logo of "Hong Kong Green Organisation".

本報告分為兩個主要部份，透過彙報報告期內相關績效以回應環境及社會議題。本公司肯定可持續發展及環境保護的重要性，並決定通過制定政策及引入措施，以管理我們的影響和回應權益人關注的環境議題。同時，我們依然關注社會績效並認為是評價整體績效中重要的一部份。

### 1. 環境

本公司致力履行環境責任，並儘可能減少其營運對環境的潛在影響。本公司的經營業務以物業投資和提供金融服務為主，主要涉及文職工作和商務會議，因此產生的直接排放僅限於員工的辦公垃圾、污水、廢紙和廢棄辦公文具。我們碳足跡的最大組成部份來自於外購電力的間接溫室氣體（「溫室氣體」）排放。我們意識到氣候變化對我們經營業務的負面影響。因此，我們將確保辦公室的營運是按照合理的環境常規進行。

本公司通過制定《綠色辦公室政策》，加強管理以及規範辦公室的可持續發展實踐。該政策已經向各級員工公佈，並於二零一七年九月實施。本公司全體員工有責任從政策中了解其工作對環境和健康的影響，並不斷努力將這些政策中提及的這些影響降至最低。

本公司參加了由環境運動委員會聯同環境保護署及九個機構合辦的「香港綠色機構認證」。我們獲得了其中二項認證，包括「減廢證書（基礎級別）」以及「節能證書（基礎級別）」，並簽署由香港政府推出的《節能約章》。我們成功獲頒發「香港綠色機構」名銜及標誌。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

In the current *Green Office Policy*, the Company enhances the commitments previously made in last year's Environmental, Social and Governance report through various additions:

We strive to

- Minimise the consumption of natural resources and energy
- Reduce the creation of waste and recycle material whenever practical
- Ensure all waste is disposed of in a safe and responsible manner
- Monitor and evaluate progress and performance for continuous improvements

Responsibilities in the areas of management, energy conservation, waste reduction and resource saving and procurement are pronounced and informed responsible staff. The corresponding responsibilities in each area are introduced in later sections.

The Company will review and revise the policy regularly to maintain a high level of governance in sustainability issues. Channels are prepared to communicate with employees and collect their opinions and suggestions on the sustainability practices and performance.

The Company complies with the environmental laws and regulations, such as the *Waste Disposal Ordinance* (Chapter 354 of the Laws of Hong Kong) and the *Noise Control Ordinance* (Chapter 400 of the Laws of Hong Kong). In 2017, there were no confirmed non-compliance incidents or infringements in relation to environmental protection that would have a significant impact on the Company.

在現行的《綠色辦公室政策》中，本公司通過新增以下內容加強在去年之環境、社會及管治報告中作出的承諾：

我們致力於

- 減少對自然資源和能源的消耗
- 在切實可行的情況下避免產生浪費，及回收可再生資源
- 確保所有廢物以安全和負責任的方式處置
- 監測並評估進度和表現，以持續改進

政策明確了在管理、節約能源、減少浪費和節約資源及採購方面的責任，並通知相應負責的工作人員。每個方面的相應職責將在後面的章節介紹。

本公司將定期檢討和修改政策，以維持高度的可持續發展議題管治。此外，本公司亦努力完善與員工溝通和收集他們對可持續發展實踐和績效意見的渠道。

本公司遵守《廢物處置條例》(香港法例第354章)及《噪音管制條例》(香港法例第400章)等環保法例及規例。本公司於二零一七年未曾接獲經證實的環境保護相關並對本公司有重大影響的違規事件或任何申訴。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Environmental Performance in 2017

二零一七年環境績效

| <b>Emission/Resource consumption</b>  | <b>The offices rented and operated by GWPA Holdings</b> | <b>Intensity</b>  |
|---|---|---|
| <b>排放及資源使用</b>  | <b>長城環亞控股租賃及控制的辦公室</b>                                  | <b>密度</b>   |
| Indirect GHG emission <sup>(1)</sup> (Scope 2 <sup>(2)</sup> )<br>間接溫室氣體排放 <sup>(1)</sup> (範圍二 <sup>(2)</sup> ) | 19.713 tonnes CO <sub>2e</sub><br>19.713公噸二氧化碳當量        | 0.002 Tonne CO <sub>2e</sub> per square foot<br>每平方米0.002公噸二氧化碳當量 |
| Electric power consumption<br>電力消耗  | 24,953 kWh<br>24,953千瓦時                                 | 2.765 kWh per square foot<br>每平方米2.765千瓦時                         |
| Paper usage<br>紙張用量   | 11.390 kg<br>11.390千克                                   | 0.633 kg per employee<br>每名員工0.633千克                              |
| Paper collected for recycling purpose<br>回收紙張循環再造的數量  | 0.230 kg<br>0.230千克                                     | 0.013 kg per employee<br>每名員工0.013千克                              |
| Toner cartridge used<br>碳粉盒用量   | 10 pieces<br>10件  | 0.556 piece per employee<br>每名員工0.556件                            |

Note:

附註：

- The definition, calculation method and relevant emission factors of GHG emissions are referenced to *A Corporate Accounting and Reporting Standard* and the *Sustainability Report 2016* issued by the Greenhouse Gas Protocol and the HK Electric Investments respectively.
- According to *A Corporate Accounting and Reporting Standard*, Scope 2 is defined as the GHG emissions from the generation of purchased electricity, steam, heating and cooling consumed by the company.

- 此溫室氣體排放的定義、計算方法及相關排放系數計算乃參考溫室氣體核算體系以及港燈電力投資分別發佈的《企業核算與報告標準》和《2016年可持續發展報告》。
- 根據《企業核算與報告標準》，範圍二定義為因公司採購並消耗的電力、蒸汽、熱力和冷氣而產生的溫室氣體排放量。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Emission Reduction and Energy Conservation

The Company recognises the importance of emission control, in particular emission of GHG. The Company takes actions to reduce emission of air pollutant and GHG. We encourage our employees to attend business meetings and commute by public transport. We have no self-owned vehicles under control and no leased vehicles for our operation. The sources and emission of air pollutant and GHG are limited to uncontrolled sources (volatile organic compounds (“VOCs”) generated from printers for instance) and indirect emission from purchased electricity respectively. Electric power consumption is the major GHG emission source during our operation and we step up to reduce power usage and hence GHG emission.

According to the *Green Office Policy*, we are committed to the following responsibilities in energy conservation:

- Turn off lights when not in use and use natural light when possible
- Turn on the lights at specific spot in the office for employees working overtime and turn off the other lights in the office when not in use
- Turn off air conditioning at or before 7:30 p.m. every day, in order to save energy
- Provide fans and purifiers to employees in the office after 7:30 p.m.
- Arrange monthly cleaning for air conditioning system
- Power off electrical appliances that are not in use after office hours
- Arrange regular maintenance for appliances

### 減少排放及節約能源

本公司承認控制排放的重要性，尤其是溫室氣體的排放。本公司採取減少大氣污染物和溫室氣體排放的措施。我們鼓勵員工出席商務會議和上下班時乘坐公共交通工具。我們的經營業務中不涉及控制任何自擁有車輛和租賃車輛。大氣污染物和溫室氣體的來源和排放分別僅限於不受控制的來源（如打印機產生的揮發性有機化合物（「VOCs」））和外購電力的間接排放。電力消耗是我們經營過程中的主要溫室氣體排放源，我們加大力度減少用電量，從而減少溫室氣體排放。

根據《綠色辦公室政策》，本公司致力於在節約能源方面承擔以下責任：

- 當無需使用燈光時將其關閉，並儘可能使用自然光
- 當有員工超時工作時，僅打開員工所在區域的燈光，並關閉其他無需使用的燈光
- 每日晚上7時30分或之前關閉所有空調設備，以節省能源消耗
- 若晚上7時30分後仍有員工辦公，為加班員工提供風扇和空氣淨化器
- 每月安排空調系統的清潔
- 在非辦公時間，關閉所有無需使用的電器電源
- 定期安排電器的維護及保養

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

- Affix reminders to all electrical devices to remind employees of:
  - Switching off lighting, air conditioning, fans and purifiers after use
  - Switching off/switching the office equipment into standby mode in the office after use
- 在所有電子設備處張貼溫馨提示，以提醒員工：
  - 在使用後，關閉照明設備、空調、風扇、空氣淨化器
  - 在非辦公時間，將辦公設備關閉或調至待機狀態

### Waste Reduction and Resources Saving

The Company has enforced waste classification and material recycling in the Reporting Period under the *Green Office Policy*. We attach immense importance to educating employees in recyclable material identification and facilitating the recycling practices in the office. We began collecting plastic bottles, waste papers and aluminum cans. Recyclable materials are collected by types and retrieved by qualified organisations to facilitate and maintain quality of recycling practices. We will build upon the current practices and expand the recycling practices whenever practicable.

The Company pays attention to the paper usage and makes an effort to reduce paper consumption. We encourage employees to communicate by electronic means and apply double-sided printing whenever possible. The GHG emission generated from waste papers in landfill is accordingly reduced.

The Company's water is sourced from municipal supply and controlled by the property management operators. We promote the importance of water saving and raise the awareness among employees by reminders.

### 減少垃圾和節約資源

於報告期內，本公司在《綠色辦公室政策》下實施了垃圾分類和物資回收。我們非常重視引導員工進行可回收物料的分類，並加強辦公室的回收實踐。目前，我們已經開始進行塑料瓶、廢紙和鋁罐的收集工作。為了促進和保持高質量的回收實踐，可再造物料均由合資格的組織按類型收集並回收。我們會根據目前做法，在切實可行的情況下進一步擴大回收實踐範圍。

本公司注重紙張用量，並致力減少紙張的消耗。我們鼓勵員工採用電子通訊方式及儘量使用雙面打印，從而減少從棄置到堆填區的廢紙所產生的溫室氣體排放。

本公司之用水源自市政供應並且由物業管理者控制。我們倡導節約用水的重要性，並透過張貼提示提高員工的意識。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

According to the *Green Office Policy*, we are committed to the following responsibilities in waste reduction and resources saving:

- Use electronic means for communication whenever possible
- Apply double-sided printing whenever possible
- Collect and reuse single-sided printed paper and old envelopes for printing
- Collect and reuse old box files and apply electronic means for filing whenever possible
- Replace rubbish bag not more than twice a week whenever possible
- Collect and repair computer accessories, electrical appliances and repairable items for reuse
- Reuse rechargeable batteries whenever possible
- Reuse decorating materials
- Collect recyclable materials for recycling, including:
  - Waste paper
  - Metal
  - Plastic
  - Used toner and ink cartridges
  - Glass bottles
  - Rechargeable batteries

根據《綠色辦公室政策》，本公司致力於在減少浪費和節約資源方面承擔以下責任：

- 儘可能使用電子通訊方式
- 儘可能進行雙面打印
- 收集單面打印的紙張及舊信封進行二次打印
- 收集和重複使用舊活頁夾，並儘可能用電子方式進行文件存檔
- 在適當情況下，每周更換垃圾袋不超過兩次
- 收集並維修電腦配件、電器和其他可修復的產品以作再次使用
- 儘可能使用可充電電池
- 重複使用裝飾物料
- 收集可循環再造物料，包括：
  - 廢紙
  - 金屬
  - 塑料
  - 使用過的墨粉盒及墨盒
  - 玻璃瓶
  - 充電電池

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

- Encourage employees to use municipal water suppliers, rather than bottled water
- Affix reminders near all printers and photocopiers to remind employees of saving paper
- Affix reminders at collect points and notice boards in the office to encourage waste recycling
- Affix reminders on taps in the office to remind employees of turning tap off after use
- 鼓勵員工選擇市政供水，而不是瓶裝水
- 在所有打印機和複印機處張貼溫馨提示，提醒員工節約用紙
- 在辦公室的回收點和佈告欄張貼溫馨提示，鼓勵廢物回收
- 在辦公室的水龍頭處張貼溫馨提示，提醒員工使用完畢後將其關閉

The Company's employees avoid using disposable materials under the newly implemented *Green Office Policy*. The current collected amounts of plastic bottles, used papers and aluminium cans are thus modest in the offices. The implementation of the *Green Office Policy* shows a positive impact on the environmental performance of the Company.

在新實施的《綠色辦公室政策》下，本公司員工儘量避免使用用後即棄的物料。辦公室中目前收集的塑料瓶、舊紙和鋁罐數量較為理想。由此可見《綠色辦公室政策》的實施對本公司環境表現產生了積極的影響。

## 2. Society

The Company takes notice of the needs and pursuance of stakeholders and considers itself closely linked with the community. We target to achieve comprehensive social benefits including corporate earnings through compliance practices, engagement activities and community investment.

## 2. 社會

本公司注意到權益人的需求和追求，並認為自身與社區緊密相連。我們的目標是通過合規實踐、參與活動和社區投資實現包括企業收益在內的社會綜合效益。

### Employment and Labour Practice

The Company strives to protect the rights of employees through strict compliance with labour-related laws. We also work towards a diversified composition of employees with various races, education, work experience, nationalities, knowledge and skills. We have clearly stated working hours per day. The Company persists in recruiting and employing staff in a fair and equal manner.

### 僱傭及勞工常規

本公司嚴格遵守勞工相關法律，並努力保護員工權益。我們也致力組成多元化的員工結構，包含不同種族、教育、工作經驗、國籍、知識和技能。我們有明確的每天工作時數。本公司堅持公平和平等地招聘以及聘用員工。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

The Company is committed to adhere to the hiring principle of justice, equality and diversification. We have established and optimized its evaluation mechanism for recruitment. The recruitment process and employment decision focus on the applicants' work experience, technical skills and work performance instead of their age, education, gender, nationality, race, sexual orientation, physical disability and marital status. The termination of labour contracts and dismissal of employees are carried out in strict compliance with the relevant laws and regulations so as to fully protect the rights and obligations of employees and the Company.

Regarding employee promotion, the Company considers and examines the performance and competence of each employee to achieve a fair and positive promotion. Hence, we motivate our employees to create more value and achieve his/her personal growth.

The Company strictly complies with the labour legislation in Hong Kong, including the *Employment Ordinance* (Chapter 57 of the Laws of Hong Kong), the *Employee Compensation Ordinance* (Chapter 282 of the Laws of Hong Kong) and the *Minimum Wage Ordinance* (Chapter 608 of the Laws of Hong Kong) and other relevant laws and regulations. The Company proactively checks the identity certificates of applicants during recruitment and employment to prevent hiring child labour, and absolutely prohibits forced labour.

During the Reporting Period, the Company did not receive any complaint about unequal employment and there was not any case of illegal child and forced labour that would have a significant impact on the Company.

本公司承諾採取公正平等及多元化的招聘原則。我們建立並完善了招聘測評機制，招聘過程及聘用決定著重應徵者的工作經驗、技術技能和工作表現，而不基於其年齡、學歷、性別、國籍、種族、性取向、身體殘疾和婚姻狀況。勞工合同的解除和員工解聘均嚴格按照相關法律法規規範進行，以充份保障員工和本公司彼此的權利和義務。

在員工晉升方面，本公司考慮並檢視每名員工的表現和能力，達致公平及積極的晉升。我們以此激勵員工創造更多價值，並實現個人的成長。

本公司嚴格遵守香港的勞工法例，包括《僱傭條例》(香港法例第57章)、《員工補償條例》(香港法例第282章)和《最低工資條例》(香港法例第608章)等其他有關法律法規。本公司在招聘和聘用期間積極檢查應徵者的身份證明文件以防止僱用童工，並絕對禁止強制勞動。

於報告期內，本公司未接獲任何有關不平等僱傭的投訴，並且沒有發生任何有關並對本公司有重大影響的非法僱用童工和強制勞動的案例。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Benefits and Welfare

The Company clearly states the types of benefits for employees in the *Management Methods for Compensation and Welfare* established in accordance with Hong Kong's labour legislation. Our employees are entitled to the statutory holidays, paid annual leaves, sick leaves, casual leaves, marital leaves, maternity leaves, etc. in accordance with the laws. The Company provides its employees with well-covered medical insurance, rental reimbursement programme, labour insurance, overtime allowance, monthly transport and entertainment allowance in addition to their basic salaries.

The Company encourages its employees to continuously enhance their skills and knowledge, and provides study subsidy to employees with reliable proof.

The Company promotes work-life balance and conducts various sport and leisure activities regularly for employees; for instance, hiking, badminton games and wine tasting.

### 待遇及福利

本公司按照香港勞工法例制定《薪酬福利管理辦法》，明確規定了員工待遇的種類。我們的員工依法享有法定假日，帶薪年假、病假、事假、婚假以及產假等。除基本薪酬外，本公司還為員工提供完善的醫療保險、房屋租賃報銷、勞工保險、加班津貼、每月交通和娛樂津貼。

本公司鼓勵員工不斷提高自身技能和知識水平，並為出示可靠證明的員工提供進修資助。

本公司提倡工作生活平衡，定期為員工開展登山、羽毛球比賽和品酒等各項體育與休閒活動。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告



The Company conducted a hiking activity in November 2017  
本公司於二零一七年十一月舉辦行山活動

### Development and Training

The Company respects self-development and career planning of its employees. Based on the personnel training system and the staff development mechanism, we arrange various professional trainings on a regular basis covering topics of securities, investment, compliance, code of ethics and conduct, asset management and capital funding to provide targeted and personalised training to our employees. The Company believes that improving their professional skills is in line with the Company's development strategies, hence increasing the Company's competitiveness.

### 發展及培訓

本公司尊重每名員工的自我發展與職業規劃。我們在人才培養體系和員工發展機制的基礎上定期舉辦證券、投資、合規、道德及操守準則、資產管理、融資等方面的專業培訓，為員工提供針對性、個性化的培訓。本公司認為提高專業技能符合本公司的發展戰略，以提高本公司競爭力。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告



The Company's employees attended professional training on law and compliance  
本公司員工參與法規專業培訓

### Health and Safety

The Company emphasizes the importance of occupational health and safety. The Company complies with the *Occupational Safety and Health Ordinance* (Chapter 509 of the Laws of Hong Kong), and we have various measures to ensure our working environment and equipment are well maintained. We believe that building up a healthy, safe and positive working environment can benefit both our employees and operation.

### 健康與安全

本公司強調職業健康安全的重要性。本公司遵守《職業安全及健康條例》(香港法例第509章)，並採取多項確保工作環境及設備良好的措施。我們相信建立一個健康、安全和積極的工作環境可以使我們的員工和營運受益。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

The Company regularly carries out air-conditioning system cleaning and has established safety and health notice and safety warning.

The Company offers a versatile medical insurance plan for employees and arranges a regular body examination for employees and their eligible family members. We provide flexibility in the body examination and insurance package to assure protection of our employees. The Company invited the insurance provider to hold a briefing session and provide detailed information of the medical plan during the Reporting Period.

During the Reporting Period, the Company did not receive any prosecutions in relation to occupational health and safety that would have a significant impact on the Company.

The following case in 2017 demonstrates the importance attached by the Company to employee health:

The Company actively promotes living a healthy lifestyle among employees. We have formed a running group that covers the most of our employees. A competition based on the data recorded by the step counting application in the mobile phone of each employee in the group is conducted, and fascinating prizes are awarded for winners.

### Supply Chain Management

The Company established a management system for supply chain and standardised the tendering process under the principles of qualification verification, openness, fair competition, justice, honesty and integrity as well as centralised purchase by the Company.

The Company has enhanced the requirements of procurement in the aspects of energy efficiency and resource saving with the aim of reducing carbon footprint in the Reporting Period. We reduce our carbon footprint by procuring energy efficient equipment, refilled toner cartridges and ink cartridges. We regularly review and amend our procurement requirements in the aspects of sustainability.

本公司定期進行空調系統清洗，並設立安全健康提示和安全警示。

本公司為員工提供全面的醫療保險計劃，並為員工及其家屬安排定期身體檢查。我們的體檢和保險組合富靈活性，以確保我們的員工能夠得到保護。於報告期內，本公司邀請了保險公司舉行簡報會以提供醫療計劃的詳細情況。

於報告期內，本公司未曾接獲對本公司有重大影響的職業健康及安全的檢控。

以下於二零一七年的案例表明了本公司對員工健康的重視：

本公司積極促進員工擁有健康的生活方式。我們已建立一個涵蓋本公司絕大多數員工的跑步群組，根據群組內員工手機步數記錄軟件的數據來進行員工比賽，並向得獎者頒發豐富的獎品。

### 供應鏈管理

本公司制定了供應鏈管理體系，並按照資質認定、公開、公平競爭、公正、誠實信用及公司集中採購的原則，規範了立項招標工作及管理供應商。

本公司針對能源效率和節約資源方面加強了採購要求，以在報告期內達到減少碳足跡的目標。我們通過採購節能設備，補充碳粉盒和墨盒來減少我們的碳足跡。我們定期檢討和修改我們在可持續發展方面的採購要求。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Product Responsibility

The Company continues to be alert on the local laws and regulations and ensure compliance to the relevant regulations, such as the *Landlord and Tenant (Consolidation) Ordinance* (Chapter 7 of the Laws of Hong Kong), *Securities and Future Ordinance* (Chapter 571 of the Laws of Hong Kong) and *Personal Data (Privacy) Ordinance* (Chapter 486 of the Laws of Hong Kong), etc. We strive to provide our customers and consumers with quality products and excellent services. We make much of the customer satisfaction for testing the quality of our products, services and brands. We always choose the experienced service providers to manage our properties and outdoor billboards. Cushman & Wakefield Property Management Limited (“DTZ”) and SCMP Outdoor Media Limited are selected by the Company to manage our properties and outdoor billboards respectively.

DTZ and SCMP Outdoor Media Limited are the leading service providers for real estate and advertising respectively. We assure that all the tenants’ needs are recognised by requesting service providers to collect the views and recommendations of the tenants on a regular basis and provide timely feedback to us.

### 產品責任

本公司持續密切關注營運本地的法律法規，如《業主與租客（綜合）條例》（香港法例第7章）、《證券及期貨條例》（香港法例第571章）及《個人資料（私隱）條例》（香港法例第486章）等，確保符合相關規定。我們努力為客戶和消費者提供優質的產品和卓越的服務，並通過客戶滿意度以測試產品、服務和品牌的質量。我們亦選擇有經驗的服務供應商來管理我們的物業和戶外廣告牌，其中聘請戴德梁行物業管理有限公司（「戴德梁行」）管理我們的物業及SCMP Outdoor Media Limited管理戶外廣告牌。

戴德梁行和SCMP Outdoor Media Limited分別為房地產和廣告領域的領先服務供應商。我們透過要求服務商定期收集租戶的意見和建議並及時予以反饋，以確保所有租戶的需求得到回應。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

As at 31 December 2017, GWPA Holdings had the following properties under its management in Hong Kong:

截至二零一七年十二月三十一日，長城環亞控股於香港擁有並管理以下物業：

| No.<br>編號 | Type<br>類型                                | Address<br>物業地址  |
|-----------|---|--|
| 1         | Offices and car parking Spaces<br>辦公室及泊車位 | 20th and 21st Floors and Car Parking Spaces Nos. 21, 22 and 23 on 4th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong<br>香港中環夏慤道12號美國銀行中心20及21樓及4樓之21、22及23號泊車位   |
| 2         | Workshop unit<br>工場單位                     | Ground and 1st Floors, Block B, Ko Fai Industrial Building, 7 Ko Fai Road, Yau Tong, Kowloon, Hong Kong<br>香港九龍油塘高輝道7號高輝工業大廈B座地下及1樓  |
| 3         | Office and retail shop<br>辦公室及零售店         | The lobby on G/F and the front (or southern) portions of the 1st, 2nd and 3rd Floors including the staircase therein leading up to the 3rd Floor and the lift therein serving the 1st, 2nd and 3rd Floors only and portion of the canopy on the 1st Floor level, Yue King Building, 26, 26A, 27, 28, 29 & 30 Canal Road West, 1-7 Leighton Road and 41-47 Morrison Hill Road, Wanchai, Hong Kong<br>香港灣仔堅拿道西26、26A、27、28、29及30號、禮頓道1至7號及摩理臣山道41至47號愉景樓地下大堂及1、2及3樓之前部(或南部)(包括通向3樓的樓梯及服務1、2及3樓之升降機)，以及1樓部份上蓋 |
| 4         | Industrial building<br>工業大廈               | 8th Floor of Block C, Sea View Estate, 8 Watson Road, North Point, Hong Kong<br>香港北角屈臣道8號海景大廈C座8樓  |

The Company takes notice of the environmental policies and the occupational safety and health policies implemented by its service provider for property management as property investment is one of the principal activities of the Company.

因物業投資是本公司的主要業務之一，本公司關注其服務供應商為物業管理實施的環境政策及職業安全健康政策。

DTZ undertakes their operations and delivers products and services in accordance with the international standard for Environmental Management Systems, ISO 14001. DTZ also maintains a safety and health management system in line with international Occupational Health and Safety standards and complies with applicable laws, regulations and standards.

戴德梁行依照ISO 14001環境管理體系國際標準來展開他們的經營活動並提供產品和服務。戴德梁行亦使其安全健康管理體系與國際職業健康及安全標準保持一致，並符合適用法律、法規和標準的要求。

During the Reporting Period, the Company was not aware of any incidents of non-compliance with laws and regulations concerning the provision and use of the Company's products

於報告期內，本公司未曾接獲任何違反有關提供及使用本公司產品和服務方面的法律及法規(包括但不限於產品和服務訊息

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

and services, including but not limited to, product and service information and labelling, marketing communications including advertising and promotion, and property rights including intellectual property rights that would have a significant impact on the Company.

The Company neither experienced any customer data leakage, nor received any complaints about inappropriate use of customer information during the Reporting Period that would have a significant impact on the Company.

### Anti-corruption

The Company attaches great importance to employees' honesty and trustworthiness. We ensure compliance with anti-corruption-related laws and regulations, such as the *Prevention of Bribery Ordinance* (Chapter 201 of the Laws of Hong Kong).

As for maintaining long-term relations with partners, self-inspection is performed on an annual basis to balance and protect the interests of the Company and its related parties. Moreover, the Company hires independent auditors to conduct external audits on the Company. Malpractice and unethical behaviours are accordingly prevented and controlled through internal inspections and external audits.

The Company's anti-corruption practices are in line with its controlling shareholder's compliance manual and regulation of anti-money laundering. The Company formulated and implemented a whistleblowing policy in March 2017. The Company is committed to protecting and keeping the whistle-blowers' identity confidential.

During the Reporting Period, the Company did not receive any allegation against the Company or its employees of bribery, extortion, fraud and money laundering that would have a significant impact on the Company. No whistleblowing disclosures related to anti-bribery and anti-corruption were received.

及標籤、市場推廣通訊（包括廣告及推銷）及產權（包括知識產權）並對本公司有重大影響的事件。

於報告期內，本公司未發生過任何顧客信息外洩事件，也未接獲任何有關顧客信息不當使用並對本公司有重大影響的投訴。

### 反貪污

本公司高度重視員工的誠信。我們確保遵守與反貪污相關的法律法規，如《防止賄賂條例》（香港法例第201章）。

為維繫與合作夥伴的長期合作關係，本公司每年均通過自我審查，以平衡和保護本公司與相關權益人的利益。此外，本公司聘請獨立核數師對本公司進行外部審核，通過內部檢查和外部審計加以防範和控制舞弊或不道德行為。

本公司的反腐措施符合控股股東的合規手冊和反洗黑錢的規定。本公司於二零一七年三月制定並推行一項舉報政策。本公司承諾保護及保持舉報人的身份保密。

於報告期內，本公司並沒有接獲對本公司及其員工提出的賄賂、勒索、欺詐及洗黑錢等對本公司產生重大影響的指控，亦沒有接獲有關反賄賂和反腐敗的舉報信息。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Community Investment

The Company places appreciable emphasis on contributing to the community. The Company takes society-dedicated as one of its core values. We have established a long-term relation with U-Hearts, which is an influential local charitable organisation. A GWPA Holdings' volunteer team is formed under the guidance of U-Hearts, and the team aims to take part in various volunteering and charitable activities. We proactively participate in U-Hearts' charitable activities by means of donations, material support and volunteering. The Company also organises internal volunteering workshop and invites external professionals to deliver lectures in the workshops.

We are proud to announce we have been granted the logo of the 2017/18 Caring Company issued by the Hong Kong Council of Social Service. This logo demonstrates that we proactively fulfil our commitment to the social responsibility.

We consider building up linkages with more charitable organisations in the future to serve the community and develop more channels for employees to participate in charitable activities. The Company strongly supports its employees to contribute to charitable and volunteering activities.

### 社區投資

本公司非常重視對社區的貢獻。本公司以社會奉獻為核心價值觀。我們與本地一個具有影響力的慈善組織「兩地一心」建立了長期的合作關係。在「兩地一心」的指導下，我們成立了長城環亞控股的義工團隊，並通過捐贈、物資支持和義工服務等方式積極參與各種義工服務和慈善活動。本公司還組織內部義工工作坊，並邀請外部專業人士在工作坊中授課。

我們很自豪地宣佈我們獲得了由香港社會服務聯會頒發的2017/18年度「商界展關懷」標誌。此標誌展示我們積極履行對社會責任的承諾。

我們考慮將來與更多慈善機構建立聯繫，以服務社會，並為員工提供更多參與慈善活動的渠道。本公司大力支持員工為慈善以及義工服務活動作出貢獻。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Activity 活動

### Means of participation 參與模式

Volunteering Workshop  
義工工作坊

- Promoting the vision of serving community  
宣傳服務社會理念
- Encouraging employees to participate in charitable activities  
推動員工參與慈善活動
- Expounding how to better bear the responsibility of volunteer  
講解如何更好地承擔義工責任

Inner Music Charity Concert  
「聽你·聽我」慈善音樂會

- Funding the concert  
贊助音樂會
- Purchasing charitable products  
購買慈善產品
- Volunteering  
義工服務

UNICEF Charity Run 2017-Run for every child  
聯合國兒童基金會慈善跑2017

- Promoting the charity run in the Company  
於公司內宣傳慈善跑
- Mobilizing all employees to register for the charity run and sponsoring the registration fee  
推動全體員工報名慈善跑並贊助報名費



The Company's employees participated in UNICEF Charity Run 2017  
本公司員工參與聯合國兒童基金會慈善跑2017

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### TO THE SHAREHOLDERS OF GREAT WALL PAN ASIA HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

### Opinion

#### What we have audited

The consolidated financial statements of Great Wall Pan Asia Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 104 to 195, which comprise:

- the consolidated balance sheet as at 31 December 2017;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

#### Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### 致長城環亞控股有限公司股東

(於百慕達註冊成立的有限公司)

### 意見

#### 我們已審計的內容

長城環亞控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第104至195頁的綜合財務報表，包括：

- 於二零一七年十二月三十一日的綜合資產負債表；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策概要。

#### 我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團在二零一七年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### 意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部份中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

### 獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

Key audit matter identified in our audit is summarised as follows:

- Valuation of investment properties

### Key Audit Matter

#### Valuation of investment properties

Refer to notes 2(i), 3(a) and 6 to the consolidated financial statements.

The investment properties are a key component of the Group's net assets value and underpins the results for the year. As at 31 December 2017, the carrying values of the investment properties were HK\$1,781.5 million and the Group recognised investment properties revaluation gains of HK\$221 million in the consolidated statement of comprehensive income.

The investment properties of the Group comprise a retail shop, office buildings and industrial and other properties. Management determined the fair values of these properties, with reference to the valuation performed by an external valuer engaged by the Group (the "Valuer"), using the income capitalisation approach. The income capitalisation approach involved significant estimates, such as rental yields and capitalisation rates taking into consideration of the locations, sizes and qualities of the properties, to derive the fair values of each of the properties.

The valuation was inherently subjective due to the significant estimates involved. Changes in these estimates could result in material changes to the valuation of the properties and hence the results of the Group.

我們在審計中識別的關鍵審計事項概述如下：

- 投資物業估值

### 關鍵審計事項

#### 投資物業估值

請參閱綜合財務報表附註2(i)、3(a)及6。

投資物業乃 貴集團資產淨值的主要組成部份，並鞏固了其年度業績。於二零一七年十二月三十一日，投資物業的賬面值為1,781.5百萬港元，且 貴集團於綜合全面收益表中確認投資物業重估收益221百萬港元。

貴集團的投資物業組合包括零售店、辦公大樓及工業及其他物業。管理層參考 貴集團委聘的外聘估值師（「估值師」）進行的估值，使用收益資本化法釐定該等物業的公平值。收益資本化法涉及重大估計，例如租金收益率及資本化比率，並考慮到物業的地點、大小及質量，以得出每項物業的公平值。

由於涉及重大估計，估值本質上是主觀的。該等估計的變動可能導致物業估值出現重大變化，從而導致 貴集團的業績出現重大變化。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### How our audit addressed the Key Audit Matter

Our procedures in relation to the valuation of investment properties included principally the following:

- assessing the Valuer 's competency, capabilities, and objectivity;
- reading the valuation reports issued by the Valuer which covered the property valuation of all the investment properties in the Group;
- involving our internal valuation specialists to compare the rental yields of similar properties and capitalisation rates used in the valuation process to our independently formed market expectation; and
- agreeing the management data used by the Valuer, including tenancy schedules and square footage details, to the tenancy agreements of the Group.

We found the assumptions used in the valuations were supportable by the available evidence.

### Other Information

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

### 我們的審計如何處理關鍵審計事項

就投資物業的估值，我們所執行的程序主要包括：

- 評估估值師的資格、能力及客觀性；
- 閱讀估值師出具的估值報告，其涵蓋 貴集團全部投資物業的物業估值；
- 讓我們的內部估值專家就類似物業的租金收益率及估值過程中使用的資本化比率與我們獨立形成的市場預期進行比較；及
- 核實估值師使用的管理數據，包括租賃時間表、平方英尺詳情及 貴集團的租賃協議。

我們認為估值所用假設可由現有證據支持。

### 其他資料

貴公司董事須對其他資料負責。其他資料包括年報內的所有資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Directors and the Audit Committee for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

基於我們已執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### 董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會須負責監督 貴集團的財務報告過程。

### 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照百慕達一九八一年《公司法》第90條向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計適當的審計程序，但目的並非對 貴集團內部監控的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Chan Chiu Kong, Edmond.

**PricewaterhouseCoopers**  
Certified Public Accountants

Hong Kong, 26 March 2018

- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部監控的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是陳朝光。

**羅兵咸永道會計師事務所**  
執業會計師

香港，二零一八年三月二十六日



# CONSOLIDATED BALANCE SHEET

## 綜合資產負債表

|   |                    |             | <b>31 December<br/>2017</b><br>二零一七年<br>十二月三十一日 | 31 December<br>2016<br>二零一六年<br>十二月三十一日 |
|---|--------------------|-------------|---|---|
|   |                    | Notes<br>附註 | <b>HK\$'000</b><br>港幣千元                         | HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
| <b>ASSETS</b>                                     | <b>資產</b>          |             |   |   |
| Non-current assets                                | 非流動資產              |             |   |   |
| Property, plant and equipment                     | 物業、機器及設備           | 5           | <b>5,309</b>                                    | 2,460                                   |
| Investment properties                             | 投資物業               | 6           | <b>1,781,500</b>                                | 1,560,500                               |
| Investment in associates                          | 於聯營公司之投資           | 8           | <b>2,607</b>                                    | 3,011                                   |
| Available-for-sale financial asset                | 可供出售之金融資產          | 9           | <b>1,196</b>                                    | –                                       |
|   |                    |             | <b>1,790,612</b>                                | 1,565,971                               |
| Current assets                                    | 流動資產               |             |   |   |
| Accounts receivable                               | 應收款項               | 10          | <b>8,986</b>                                    | 3,707                                   |
| Prepayments, deposits<br>and other receivables    | 預付費用、按金及<br>其他應收款項 | 11          | <b>1,445,002</b>                                | 15,546                                  |
| Cash and bank balances                            | 現金及銀行結餘            | 24          | <b>118,561</b>                                  | 129,455                                 |
|   |                    |             | <b>1,572,549</b>                                | 148,708                                 |
| Total assets                                      | 總資產                |             | <b>3,363,161</b>                                | 1,714,679                               |
| <b>LIABILITIES</b>                                | <b>負債</b>          |             |   |   |
| Non-current liabilities                           | 非流動負債              |             |   |   |
| Deferred income tax liabilities                   | 遞延所得稅負債            | 12          | <b>1,814</b>                                    | 1,574                                   |
| Loan from an intermediate<br>holding company      | 來自中間控股公司<br>之貸款    | 13          | <b>1,439,513</b>                                | –                                       |
|   |                    |             | <b>1,441,327</b>                                | 1,574                                   |
| Current liabilities                               | 流動負債               |             |   |   |
| Amount due to the intermediate<br>holding company | 應付中間控股公司款項         |             | –   | 3,059                                   |
| Amount due to a fellow subsidiary                 | 應付同系附屬公司款項         |             | –   | 2                                       |
| Amounts due to associates                         | 應付聯營公司款項           | 8           | <b>1,054</b>                                    | 2,228                                   |
| Other payables and<br>accrued liabilities         | 其他應付款項及<br>應計負債    | 14          | <b>24,149</b>                                   | 23,357                                  |
| Current income tax liabilities                    | 即期所得稅負債            |             | <b>6,527</b>                                    | 5,505                                   |
|   |                    |             | <b>31,730</b>                                   | 34,151                                  |
| Total liabilities                                 | 總負債                |             | <b>1,473,057</b>                                | 35,725                                  |

# CONSOLIDATED BALANCE SHEET (Continued)

## 綜合資產負債表 (續)

|                              |           |             | <b>31 December<br/>2017</b> | 31 December<br>2016                     |
|------------------------------|-----------|-------------|-----------------------------|---|
|                              |           |             | 二零一七年<br>十二月三十一日            | 二零一六年<br>十二月三十一日                        |
|                              |           | Notes<br>附註 | <b>HK\$'000</b><br>港幣千元     | HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
| <b>EQUITY</b>                | <b>權益</b> |             |                             |   |
| Capital and reserves         | 資本及儲備     |             |                             |   |
| Share capital                | 股本        | 15          | <b>156,775</b>              | 156,775                                 |
| Reserves                     | 儲備        | 16          | <b>1,733,329</b>            | 1,522,179                               |
| Total equity                 | 總權益       |             | <b>1,890,104</b>            | 1,678,954                               |
| Total equity and liabilities | 總權益及負債    |             | <b>3,363,161</b>            | 1,714,679                               |

The notes on pages 111 to 195 are an integral part of these consolidated financial statements.

第111頁至第195頁之附註為此等綜合財務報表之一部份。

### Mr. Ou Peng

歐鵬先生

Chairman

主席

### Mr. Meng Xuefeng

孟雪峰先生

Director

董事

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

|  |                | Year ended 31 December<br>截至十二月三十一日止年度 |  |
|--|----------------|--|--|
|  |                | 2017<br>二零一七年<br>HK\$'000<br>港幣千元      | 2016<br>二零一六年<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
|  | Notes<br>附註    |  |  |
| <b>CONTINUING OPERATIONS</b>                               | 持續經營業務         |  |  |
| <b>Revenue</b>   | 收益             | 4                                      | 122,953  |
| Other income   | 其他收入           |  | 91,707   |
| Cost of production   | 生產成本           |  | 322  |
| Rental and utilities                                       | 租金及設施          |  | 740  |
| Depreciation and amortisation                              | 折舊及攤銷          |  | (5,184)  |
| Other operating expenses                                   | 其他經營開支         |  | (12,212)   |
| Fair value gain on investment properties                   | 投資物業公平值收益      | 6                                      | (5,044)  |
|  |                |  | (1,887)  |
|  |                |  | (59,531)   |
|  |                |  | 221,000  |
|  |                |  | 118,100  |
| <b>Operating profit of continuing operations</b>           | 持續經營業務之經營盈利    | 18                                     | 265,692  |
| Net finance (cost)/income                                  | 財務(成本)/收入淨額    | 19                                     | (3,805)  |
| Share of losses of associates                              | 應佔聯營公司虧損       |  | (404)  |
| Gain on disposal of available-for-sale financial asset     | 出售可供出售之金融資產收益  |  | -  |
| Gain on disposal of asset held for sale                    | 出售持作待售資產收益     |  | 27,062   |
| Gain on disposal of a subsidiary                           | 出售一家附屬公司收益     |  | -  |
|  |                |  | 30,089   |
|  |                |  | 104,218  |
| <b>Profit before income tax from continuing operations</b> | 持續經營業務之除所得稅前盈利 |  | 261,483  |
| Income tax expense   | 所得稅開支          | 20                                     | (12,325)   |
| <b>Profit for the year from continuing operations</b>      | 持續經營業務之全年盈利    |  | 249,158  |
|  |                |  | 307,719  |
| <b>DISCONTINUED OPERATIONS</b>                             | 已終止經營業務        |  |  |
| <b>Profit for the year from discontinued operations</b>    | 已終止經營業務之全年盈利   | 32                                     | -  |
|  |                |  | 1,408,732  |
| <b>Profit for the year</b>                                 | 全年盈利           |  | 249,158  |
|  |                |  | 1,716,451  |

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (Continued)

## 綜合全面收益表（續）

|   |                               | Year ended 31 December<br>截至十二月三十一日止年度 |  |
|---|-------------------------------|--|--|
|   |                               | 2017<br>二零一七年<br>HK\$'000<br>港幣千元      | 2016<br>二零一六年<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
|   | Note<br>附註                    |  |  |
| <b>Other comprehensive income/(loss)</b>  | <b>其他全面收入／(虧損)</b>            |  |  |
| Items that will not be reclassified subsequently to profit or loss:   | 不可其後重新分類至損益之項目：               |  |  |
| Fair value gain recognised upon the transfer from leasehold land and buildings to investment properties             | 從租賃土地及樓宇轉撥至投資物業時確認之公平值收益      | 16                                     | 307,948  |
|   |                               | -                                      | 307,948  |
| Items that may be/have been reclassified subsequently to profit or loss:  | 其後可／已重新分類至損益之項目：              |  |  |
| Fair value gain on available-for-sale financial assets  | 可供出售之金融資產之公平值收益               | -                                      | 8,248  |
| Fair value loss on available-for-sale financial assets released upon disposal                                       | 出售時解除之可供出售之金融資產之公平值虧損         | -                                      | (18,616)   |
| Currency translation difference on consolidation  | 綜合賬目時產生之匯兌差額                  | 1,563                                  | (1,230)  |
| Currency translation difference released upon disposal of assets held for sale and partial interest in an associate | 出售持作待售資產及於一家聯營公司之部份權益時解除之匯兌差額 | -                                      | 10,170   |
| Reserves released upon disposal of interests in subsidiary  | 出售於附屬公司之權益時解除之儲備              | -                                      | (4,337)  |
|   |                               | 1,563                                  | (5,765)  |
| <b>Other comprehensive income for the year, net of tax</b>  | <b>全年其他全面收入 (除稅後)</b>         | <b>1,563</b>                           | <b>302,183</b>   |
| <b>Total comprehensive income for the year</b>  | <b>全年全面收入總額</b>               | <b>250,721</b>                         | <b>2,018,634</b>   |

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (Continued)

## 綜合全面收益表（續）

|  |                  | Year ended 31 December<br>截至十二月三十一日止年度 |  |
|--|------------------|--|--|
|  |                  | 2017<br>二零一七年<br>HK\$'000<br>港幣千元      | 2016<br>二零一六年<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
|  |                  | Notes<br>附註                            |  |
| <b>Profit attributable to:</b>                     | <b>應佔盈利：</b>     |  |  |
| Continuing operations                              | 持續經營業務           |  | 307,719  |
| Discontinued operations                            | 已終止經營業務          | 32                                     | 1,407,641  |
| Shareholders of the Company                        | 本公司股東            |  | 1,715,360  |
| Non-controlling interests                          | 非控制性權益           |  |  |
| – discontinued operations                          | – 已終止經營業務        | 32                                     | 1,091  |
|  |                  |  | <b>249,158</b>   |
|  |                  |  | 1,716,451  |
| <b>Total comprehensive income attributable to:</b> | <b>應佔全面收入總額：</b> |  |  |
| Continuing operations                              | 持續經營業務           |  | 614,391  |
| Discontinued operations                            | 已終止經營業務          | 32                                     | 1,403,152  |
| Shareholders of the Company                        | 本公司股東            |  | 2,017,543  |
| Non-controlling interests                          | 非控制性權益           |  |  |
| – discontinued operations                          | – 已終止經營業務        | 32                                     | 1,091  |
|  |                  |  | <b>250,721</b>   |
|  |                  |  | 2,018,634  |
| <b>Earnings per share</b>                          | <b>每股盈利</b>      | 22                                     |  |
| Continuing operations                              | 持續經營業務           |  | HK15.89 cents港仙  |
| Discontinued operations                            | 已終止經營業務          |  | HK89.85 cents港仙  |
| Basic  | 基本               |  | HK109.49 cents港仙   |
|  |                  |  |  |
| Continuing operations                              | 持續經營業務           |  | HK15.89 cents港仙  |
| Discontinued operations                            | 已終止經營業務          |  | HK89.83 cents港仙  |
| Diluted  | 攤薄               |  | HK109.47 cents港仙   |

The notes on pages 111 to 195 are an integral part of these consolidated financial statements.

第111頁至第195頁之附註為此等綜合財務報表之一部份。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

Year ended 31 December 2017

截至二零一七年十二月三十一日止年度

|  |                        | Attributable to owners of the Company<br>本公司擁有人應佔 |                       |   |                        |                        |                          | Total            | Non-controlling interests<br>非控制性權益 | Total equity<br>總權益 |
|--|------------------------|---|-----------------------|---|------------------------|------------------------|--------------------------|------------------|-------------------------------------|---------------------|
|  |                        | Share capital<br>股本                               | Share premium<br>股份溢價 | Contributed surplus<br>繳入盈餘                   | Reserves<br>儲備         |                        |                          |                  |                                     |                     |
|  |                        |   |                       |   | Merger reserve<br>合併儲備 | Other reserves<br>其他儲備 | Retained profits<br>保留盈利 |                  |                                     |                     |
| HK\$'000<br>港幣千元                                       | HK\$'000<br>港幣千元       | HK\$'000<br>港幣千元<br>(Note 16)<br>(附註16)           | HK\$'000<br>港幣千元      | HK\$'000<br>港幣千元<br>(Note 16(a))<br>(附註16(a)) | HK\$'000<br>港幣千元       | HK\$'000<br>港幣千元       | HK\$'000<br>港幣千元         | HK\$'000<br>港幣千元 |                                     |                     |
| Balance at 1 January 2016<br>as previously reported    | 於二零一六年一月一日結餘<br>(如前呈報) | 156,106   | 41,126                | 803,234                                       | -                      | 36,632                 | 2,280,857                | 3,317,955        | 56,534                              | 3,374,489           |
| The Acquisitions (Note 2(c))                           | 收購事項(附註2(c))           | -   | -                     | -   | 15,000                 | -                      | (3,067)                  | 11,933           | -                                   | 11,933              |
| Balance at 1 January 2016, as restated                 | 於二零一六年一月一日結餘<br>(經重列)  | 156,106   | 41,126                | 803,234                                       | 15,000                 | 36,632                 | 2,277,790                | 3,329,888        | 56,534                              | 3,386,422           |
| <b>Comprehensive income</b>                            | <b>全面收入</b>            |   |                       |   |                        |                        |                          |                  |                                     |                     |
| Profit for the year                                    | 本年度盈利                  | -   | -                     | -   | -                      | -                      | 1,715,360                | 1,715,360        | 1,091                               | 1,716,451           |
| Other comprehensive income                             | 其他全面收入                 | -   | -                     | -   | -                      | 302,183                | -                        | 302,183          | -                                   | 302,183             |
| Total comprehensive income                             | 全面收入總額                 | -   | -                     | -   | -                      | 302,183                | 1,715,360                | 2,017,543        | 1,091                               | 2,018,634           |
| <b>Transactions with shareholders</b>                  | <b>與股東之交易</b>          |   |                       |   |                        |                        |                          |                  |                                     |                     |
| Acquisition of the subsidiaries                        | 收購附屬公司                 | -   | -                     | -   | 15,560                 | -                      | -                        | 15,560           | -                                   | 15,560              |
| Employee share-based compensation benefits             | 以股權支付之僱員酬金福利           | -   | -                     | -   | -                      | 2                      | -                        | 2                | -                                   | 2                   |
| Dividends and cash payment declared and paid (Note 21) | 已宣派及已付之股息及現金付款(附註21)   | -   | -                     | (492,393)                                     | -                      | -                      | (3,201,571)              | (3,693,964)      | (21,920)                            | (3,715,884)         |
| Share issued upon exercise of share options            | 行使購股權後已發行股份            | 669   | 9,256                 | -   | -                      | -                      | -                        | 9,925            | -                                   | 9,925               |
| Disposal of subsidiaries                               | 出售附屬公司                 | -   | -                     | -   | -                      | -                      | -                        | -                | (35,705)                            | (35,705)            |
| Transfer   | 轉撥                     | -   | -                     | -   | -                      | (5,441)                | 5,441                    | -                | -                                   | -                   |
| Total transactions with shareholders                   | 與股東之交易總額               | 669   | 9,256                 | (492,393)                                     | 15,560                 | (5,439)                | (3,196,130)              | (3,668,477)      | (57,625)                            | (3,726,102)         |
| Balance at 31 December 2016                            | 於二零一六年十二月三十一日結餘        | 156,775   | 50,382                | 310,841                                       | 30,560                 | 333,376                | 797,020                  | 1,678,954        | -                                   | 1,678,954           |
| Balance at 1 January 2017<br>as previously reported    | 於二零一七年一月一日結餘<br>(如前呈報) | 156,775   | 50,382                | 310,841                                       | -                      | 334,454                | 786,908                  | 1,639,360        | -                                   | 1,639,360           |
| The Acquisitions (Note 2(c))                           | 收購事項(附註2(c))           | -   | -                     | -   | 30,560                 | (1,078)                | 10,112                   | 39,594           | -                                   | 39,594              |
| Balance at 1 January 2017, as restated                 | 於二零一七年一月一日結餘<br>(經重列)  | 156,775   | 50,382                | 310,841                                       | 30,560                 | 333,376                | 797,020                  | 1,678,954        | -                                   | 1,678,954           |
| <b>Comprehensive income</b>                            | <b>全面收入</b>            |   |                       |   |                        |                        |                          |                  |                                     |                     |
| Profit for the year                                    | 本年度盈利                  | -   | -                     | -   | -                      | -                      | 249,158                  | 249,158          | -                                   | 249,158             |
| Other comprehensive income                             | 其他全面收入                 | -   | -                     | -   | -                      | 1,563                  | -                        | 1,563            | -                                   | 1,563               |
| Total comprehensive income                             | 全面收入總額                 | -   | -                     | -   | -                      | 1,563                  | 249,158                  | 250,721          | -                                   | 250,721             |
| <b>Transaction with shareholders</b>                   | <b>與股東之交易</b>          |   |                       |   |                        |                        |                          |                  |                                     |                     |
| Acquisition of the subsidiaries                        | 收購附屬公司                 | -   | -                     | -   | (39,571)               | -                      | -                        | (39,571)         | -                                   | (39,571)            |
| Total transaction with shareholders                    | 與股東之交易總額               | -   | -                     | -   | (39,571)               | -                      | -                        | (39,571)         | -                                   | (39,571)            |
| Balance at 31 December 2017                            | 於二零一七年十二月三十一日結餘        | 156,775   | 50,382                | 310,841                                       | (9,011)                | 334,939                | 1,046,178                | 1,890,104        | -                                   | 1,890,104           |

The notes on pages 111 to 195 are an integral part of these consolidated financial statements.

第111頁至第195頁之附註為此等綜合財務報表之一部份。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

|  |             | Year ended 31 December<br>截至十二月三十一日止年度 |  |
|--|-------------|--|--|
|  |             | 2017<br>二零一七年<br>HK\$'000<br>港幣千元      | 2016<br>二零一六年<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
|  | Notes<br>附註 |  |  |
| <b>Cash flows from operating activities</b>  |             |  |  |
| Cash generated from operations   | 24(a)       | <b>44,836</b>                          | 801  |
| Hong Kong profits tax paid   |             | <b>(8,308)</b>                         | (10,800)   |
| PRC income tax paid  |             | <b>(2,755)</b>                         | -  |
| Net cash generated from/(used in) operating activities                                 |             | <b>33,773</b>                          | (9,999)  |
| <b>Cash flows from investing activities</b>  |             |  |  |
| Purchase of property, plant and equipment, intangible assets and investment properties |             | <b>(4,505)</b>                         | (11,031)   |
| Net cash inflow from disposal of interests of subsidiaries                             |             |  |  |
| – Media business   | 32          | -                                      | 2,037,962  |
| – Coastline International Limited  | 24(d)       | -                                      | 974,570  |
| Proceeds from disposal of asset held for sale  |             | -                                      | 53,611   |
| Proceeds from disposal of available-for-sale financial assets                          |             | -                                      | 155,984  |
| Interest received  |             | <b>40</b>                              | 2,168  |
| Payment of deposit for investment in a proposed joint venture                          |             | <b>(1,435,668)</b>                     | -  |
| Purchase of available-for-sale financial asset   |             | <b>(1,174)</b>                         | -  |
| Acquisition of the subsidiaries  | 2(c)        | <b>(39,571)</b>                        | -  |
| Net cash (used in)/generated from investing activities                                 |             | <b>(1,480,878)</b>                     | 3,213,264  |
| <b>Cash flows from financing activities</b>  |             |  |  |
| Dividends paid to a non-controlling interest of subsidiaries                           |             | -                                      | (21,920)   |
| Dividends paid to the Company's shareholders   | 21          | -                                      | (3,693,964)  |
| Proceeds from shares issued  |             | -                                      | 25,485   |
| Loan from an intermediate holding company  | 24(c)       | <b>1,435,668</b>                       | -  |
| Increase in amount due from intermediate holding company                               |             | -                                      | (5,525)  |
| Net cash generated from/(used in) financing activities                                 |             | <b>1,435,668</b>                       | (3,695,924)  |
| Net decrease in cash and cash equivalents  |             | <b>(11,437)</b>                        | (492,659)  |
| Effect of changes in foreign exchange rate   |             | <b>543</b>                             | (535)  |
| Cash and cash equivalents at 1 January   |             | <b>129,455</b>                         | 622,649  |
| Cash and cash equivalents at 31 December   | 24(b)       | <b>118,561</b>                         | 129,455  |

The notes on pages 111 to 195 are an integral part of these consolidated financial statements.

第111頁至第195頁之附註為此等綜合財務報表之一部份。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 1. Corporate information

The Company is incorporated in Bermuda as an exempted company with limited liability. Its principal place of business in Hong Kong is Units 6507-6510, 65/F., The Center, 99 Queen's Road Central, Hong Kong.

The Company acted as an investment holding company during the year. The principal activities of the Group for the year ended 31 December 2017 comprised (a) property investment and (b) financial services.

### 2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### (a) Basis of preparation

The financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS"). They have been prepared under the historical cost convention, as modified by the revaluation of investment properties and available-for-sale financial asset, as further explained below.

### 1. 公司資料

本公司為一家於百慕達註冊成立之獲豁免有限責任公司。本公司於香港之主要營業地點為香港皇后大道中99號中環中心65樓6507-6510室。

本公司於本年度為投資控股公司。本集團於截至二零一七年十二月三十一日止年度之主要業務包括(a)物業投資及(b)金融服務。

### 2. 重要會計政策摘要

編製此等財務報表所應用之主要會計政策列載如下。除另有列明外，此等會計政策已貫徹應用於所有呈報年度。

#### (a) 編製基準

本財務報表乃根據《香港財務報告準則》（「香港財務報告準則」）編製。本財務報表乃根據歷史成本常規法編製，惟投資物業及可供出售之金融資產乃按重估值列賬，詳情載於下文。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (b) Changes in accounting policy and disclosures

##### (i) New and amended standards adopted by the Group

The following amendments to existing standards that is relevant to the Group are mandatory for the first time for the financial year beginning 1 January 2017.

Amendments to HKAS 12, 'Income taxes', amendments to HKAS 7, 'Statement of cash flows' and amendment to HKFRS 12, 'Disclosure of interest in other entities'.

The above amendments are not material to the Group.

##### (ii) New standards and interpretations not yet adopted

New standards, amendments and interpretations, that are relevant to the Group, have been issued but are not effective for the financial year beginning 1 January 2017 and have not been early adopted.

### 2. 重要會計政策摘要（續）

#### (b) 會計政策之變動及披露

##### (i) 本集團採納之新訂及經修訂準則

以下與本集團有關之現有準則之修訂於二零一七年一月一日開始之財政年度首次強制性採納。

香港會計準則第12號「所得稅」之修訂、香港會計準則第7號「現金流量表」之修訂及香港財務報告準則第12號「其他實體之權益披露」之修訂。

上述修訂對本集團而言並不重大。

##### (ii) 尚未採納之新訂準則及詮釋

與本集團有關之新準則、修訂及詮釋已頒佈惟於二零一七年一月一日開始之財政年度尚未生效，且未提早採納。

|   | Applicable for accounting periods beginning on/after |                      | 適用於以下日期或以後開始之會計期間 |
|---|--|----------------------|-------------------|
| HKFRS 9, 'Financial Instruments'                  | 1 January 2018                                       | 香港財務報告準則第9號「金融工具」    | 二零一八年一月一日         |
| HKFRS 15, 'Revenue from Contracts with Customers' | 1 January 2018                                       | 香港財務報告準則第15號「客戶合約收入」 | 二零一八年一月一日         |
| HKFRS 16, 'Leases'                                | 1 January 2019                                       | 香港財務報告準則第16號「租賃」     | 二零一九年一月一日         |

The Group will adopt the above new or revised standards, amendments and interpretations to existing standards as and when they become effective.

於上述新訂或經修訂準則、對現有準則之修訂本及詮釋生效時，本集團將會予以採納。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (b) Changes in accounting policy and disclosures (Continued)

#### (ii) New standards and interpretations not yet adopted (Continued)

##### *HKFRS 9, 'Financial Instruments'*

HKFRS 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets.

##### Impact

The Group has reviewed its financial assets and liabilities and is expecting the following impact from the adoption of the new standard on 1 January 2018:

The Group's available-for-sale investment in investment fund does not meet the criteria to be classified either as at fair value through other comprehensive income ("FVOCI") or at amortised cost and HK\$1,196,000 will have to be reclassified to financial assets at fair value through profit or loss ("FVPL"). There is no fair value gain/loss to be transferred from the available-for-sale financial assets reserve to retained profits on 1 January 2018.

There will be no impact on the Group's accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Group does not have any such liabilities. The derecognition rules have been transferred from HKAS 39 Financial Instruments: Recognition and Measurement and have not been changed.

### 2. 重要會計政策摘要（續）

#### (b) 會計政策之變動及披露（續）

#### (ii) 尚未採納之新訂準則及詮釋（續）

##### 香港財務報告準則第9號「金融工具」

香港財務報告準則第9號闡述金融資產及金融負債之分類、計量及終止確認並引入對沖會計法之新規則以及金融資產新減值模式。

##### 影響

本集團已審閱其金融資產與負債，並預期於二零一八年一月一日採納新訂準則將產生下列影響：

本集團於基金投資之可供出售投資不符合分類為按公平值計入其他全面收入（「按公平值計入其他全面收入」）或按攤銷成本分類的條件，而1,196,000港元將須重新分類至按公平值計入損益（「按公平值計入損益」）的金融資產。於二零一八年一月一日，概無任何公平值收益／虧損將自可供出售之金融資產儲備轉撥至保留盈利。

本集團之金融負債會計處理將不會受到影響，因為新規定僅會影響按公平值計入損益之金融負債會計處理，而本集團並無任何該等負債。終止確認規則引自香港會計準則第39號「金融工具：確認及計量」且並無任何變動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (b) Changes in accounting policy and disclosures (Continued)

#### (ii) New standards and interpretations not yet adopted (Continued)

*HKFRS 9, 'Financial Instruments' (Continued)*

Impact (Continued)

In addition, the new impairment model requires the recognition of impairment provisions based on expected credit losses rather than only incurred credit losses as is the case under HKAS 39. It applies to financial assets classified at amortised cost, debt instruments measured at FVOCI, contract assets under HKFRS 15 Revenue from Contracts with Customers, lease receivables, loan commitments and certain financial guarantee contracts. Based on the assessments undertaken to date, the Group expects an immaterial impact in the loss allowance for trade debtors.

The new standard also introduces expanded disclosure requirements and changes in presentation. These are expected to change the nature and extent of the Group's disclosures about its financial instruments particularly in the year of the adoption of the new standard.

Date of adoption by the Group

Must be applied for financial years commencing on or after 1 January 2018. The Group will apply the new rules retrospectively from 1 January 2018, with the practical expedients permitted under the standard. Comparatives for 2017 will not be restated.

### 2. 重要會計政策摘要（續）

#### (b) 會計政策之變動及披露（續）

#### (ii) 尚未採納之新訂準則及詮釋（續）

*香港財務報告準則第9號「金融工具」(續)*

影響（續）

此外，新減值模式要求按預期信貸虧損確認減值撥備，而非僅發生之信貸虧損（根據香港會計準則第39號）。其適用於按攤銷成本分類之金融資產、按公平值計入其他全面收入之債務工具、香港財務報告準則第15號「客戶合約收入」下之合約資產、應收租賃款項、貸款承擔及若干財務擔保合約。根據迄今進行的評估，本集團預期應收貿易賬款的虧損撥備之影響極微。

新準則亦引入經擴大披露規定及呈報變動，預期將改變本集團有關其金融工具之披露性質及範圍，尤其是在新準則採納之年度內。

本集團採納的日期

必須於二零一八年一月一日或之後開始的財政年度應用。本集團將自二零一八年一月一日起追溯應用新規則以及該準則項下所允許的可行權宜處理。二零一七年的比較將不予重列。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (b) Changes in accounting policy and disclosures (Continued)

#### (ii) New standards and interpretations not yet adopted (Continued)

##### *HKFRS 15, 'Revenue from Contracts with Customers'*

The Hong Kong Institute of Certified Public Accountants ("HKICPA") has issued a new standard for the recognition of revenue. This will replace HKAS 18 which covers contracts for goods and services and HKAS 11 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

The management is undertaking a detailed assessment of the impact of the above new rules on the Group's financial statements. The adoption of the above new rules is not expected to have a material impact on the consolidated financial statements of the Group.

HKFRS 15 is mandatory for financial years commencing on or after 1 January 2018. At this stage, the Group does not intend to adopt the standard before its effective date.

### 2. 重要會計政策摘要（續）

#### (b) 會計政策之變動及披露（續）

#### (ii) 尚未採納之新訂準則及詮釋（續）

##### *香港財務報告準則第15號「客戶合約收入」*

香港會計師公會（「香港會計師公會」）已發布收益確認的新準則。此將取代香港會計準則第18號（涵蓋貨品和服務合約）和香港會計準則第11號（涵蓋建造合同）。新準則建基的原則為收益在貨品或服務的控制權轉移至客戶後確認。此準則容許全面追溯採納或經修改追溯方式採納。

管理層現正就上述新規則對本集團財務報表的影響進行詳細評估。本集團預期採納上述新規則不會對本集團綜合財務報表造成重大影響。

香港財務報告準則第15號於二零一八年一月一日或之後開始的財政年度為強制性規定。於此階段，本集團並不打算於其生效日期前採納該準則。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (b) Changes in accounting policy and disclosures (Continued)

#### (ii) New standards and interpretations not yet adopted (Continued)

##### *HKFRS 16, 'Leases'*

HKFRS 16 will result in almost all leases being recognised on the balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The accounting for lessors will not significantly change.

The standard will affect primarily the accounting for Group's operating leases. As at the reporting date, the Group has non-cancellable operating lease commitments of HK\$19,056,000 (see Note 26). However, the Group has not yet determined to what extent these commitments will result in the recognition of an asset and a liability for future payments and how this will affect the Group's profit and classification of cash flows.

Some of the commitments may be covered by the exception for short-term and low value leases and some commitments may relate to arrangements that will not qualify as leases under HKFRS 16.

The new standard is mandatory for financial years commencing on or after 1 January 2019. At this stage, the Group does not intend to adopt the standard before its effective date.

### 2. 重要會計政策摘要（續）

#### (b) 會計政策之變動及披露（續）

#### (ii) 尚未採納之新訂準則及詮釋（續）

##### *香港財務報告準則第16號「租賃」*

在經營及融資租賃之間的差異遭取消的情況下，香港財務報告準則第16號將導致近乎所有租約均須於資產負債表中確認。根據新訂準則，以資產（租賃項目的使用權）及金融負債繳納租金均獲確認，惟短期及低值租賃不在此列。

出租人之會計處理將不會有重大變動。

該準則將主要影響本集團經營租賃的會計處理。於報告日期，本集團的不可撤銷經營租賃承擔為19,056,000港元（見附註26）。然而，本集團尚未確定因此等承擔而須就未來付款確認某項資產及負債的程度，及此將如何影響本集團的盈利及現金流量的分類。

部份承擔可能因期限較短及價值較低而得到豁免，而部份承擔可能涉及不符合香港財務報告準則第16號項下租賃的安排。

該新準則於二零一九年一月一日或之後開始的財政年度為強制性規定。於此階段，本集團並不打算於其生效日期前採納該準則。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (c) Application of business combination under common control

##### *Acquisition of subsidiaries*

On 6 October 2017, the Company (the “Purchaser”), through its wholly-owned subsidiaries, completed the acquisition of the entire issued share capital of each of Great Wall Pan Asia Asset Management Limited (長城環亞資產管理有限公司) (the “First Acquired Company”) (together with its respective subsidiaries, the “First Acquired Group”) and Great Wall Pan Asia Corporate Finance Limited (長城環亞融資有限公司) (the “Second Acquired Company”), (together with the First Acquired Group, the “Acquired Group”) (the “Acquisitions”) from China Great Wall AMC (International) Holdings Company Limited (中國長城資產(國際)控股有限公司) (the “Vendor”), an intermediate holding company of the Company. The considerations of the Acquisitions for the First Acquired Group and the Second Acquired Company are HK\$38,701,969 and HK\$868,834 respectively. The considerations were settled in cash on 6 October 2017.

The considerations of the Acquisitions recorded in the consolidated financial statements represents the fair values at the date of completion of the Acquisitions.

### 2. 重要會計政策摘要（續）

#### (c) 應用共同控制下之業務合併

##### *收購附屬公司*

於二零一七年十月六日，本公司（「買方」）透過其全資附屬公司完成向中國長城資產（國際）控股有限公司（「賣方」）（本公司之中間控股公司）收購長城環亞資產管理有限公司（「第一收購公司」）（連同其各附屬公司，統稱「第一收購集團」）及長城環亞融資有限公司（「第二收購公司」）（連同第一收購集團，統稱「已收購集團」）（「收購事項」）各自之全部已發行股本。第一收購集團及第二收購公司之收購事項代價分別為38,701,969港元及868,834港元。該等代價已於二零一七年十月六日以現金結付。

於綜合財務報表錄得的收購事項代價為收購事項於完成日期的公平值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (c) Application of business combination under common control (Continued)

##### *Acquisition of subsidiaries (Continued)*

Upon completion of the Acquisitions, the Acquired Group became the wholly-owned subsidiaries of the Company. The First Acquired Company is a company incorporated under the laws of Hong Kong with limited liability and licensed by the Securities and Futures Commission of Hong Kong (the “SFC”) to carry out Type 1 (dealing in securities) (restricted by certain conditions), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). The Second Acquired Company is a company incorporated under the laws of Hong Kong with limited liability and licensed by the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO.

As the Company is an indirect subsidiary of the Vendor, the Acquisitions were accounted for as a business combination under common control. Accordingly, the consolidated financial statements of the Group for the year ended 31 December 2017, together with the comparative figures, were prepared using the principles of merger accounting as prescribed in Hong Kong Accounting Guideline 5 “Merger Accounting for Common Control Combinations” issued by the Hong Kong Institute of Certified Public Accountants, as if the Acquired Group had been combined with the Group from the earliest date when the Acquired Group first came under the control of the Vendor.

The following is a reconciliation of the effect arising from the business combination under common control of the Acquired Group on the consolidated statement of comprehensive income and the consolidated statement of financial position of the Group.

### 2. 重要會計政策摘要（續）

#### (c) 應用共同控制下之業務合併（續）

##### *收購附屬公司（續）*

於收購事項完成後，已收購集團已成為本公司的全資附屬公司。第一收購公司為一家根據香港法律註冊成立之有限公司，並獲香港證券及期貨事務監察委員會（「證監會」）授權進行香港法例第571章證券及期貨條例（「證券及期貨條例」）項下第1類（證券交易）（受若干條件限制）、第4類（就證券提供意見）及第9類（提供資產管理）受規管活動。第二收購公司為一家根據香港法律註冊成立之有限公司，並獲證監會授權進行證券及期貨條例項下第6類（就機構融資提供意見）受規管活動。

由於本公司為賣方的間接附屬公司，收購事項以共同控制下之業務合併入賬。因此，本集團截至二零一七年十二月三十一日止年度的綜合財務報表（連同比較數字）乃根據香港會計師公會頒佈的香港會計指引第5號「共同控制合併的合併會計法」中所訂明的合併會計原則而編製，猶如已收購集團自其首次由賣方控制的最早日期起已與本集團合併。

以下為已收購集團共同控制下之業務合併對本集團之綜合全面收益表及綜合財務狀況表所產生影響的對賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

### 2. 重要會計政策摘要（續）

#### (c) Application of business combination under common control (Continued)

#### (c) 應用共同控制下之業務合併（續）

##### Acquisition of subsidiaries (Continued)

##### 收購附屬公司（續）

##### Consolidated statement of comprehensive income For the year ended 31 December 2016

##### 綜合全面收益表 截至二零一六年十二月三十一日止年度

|  |              | The Group<br>(before business<br>combination<br>under common<br>control)<br>本集團<br>(共同控制下<br>之業務<br>合併前)<br>HK\$'000<br>港幣千元 | Effect of business<br>combination<br>under common<br>control of the<br>Acquired Group<br>已收購集團<br>共同控制下<br>之業務合併<br>的影響<br>HK\$'000<br>港幣千元 | Consolidated<br>合併<br>HK\$'000<br>港幣千元 |
|--|--------------|--|---|--|
| CONTINUING OPERATIONS                            | 持續經營業務       |  |   |  |
| Revenue  | 收益           | 57,158   | 34,549  | 91,707                                 |
| Direct operating costs                           | 直接營運成本       | (41,971)   | (17,532)  | (59,503)                               |
| Profit before tax                                | 稅前盈利         | 294,295  | 17,041  | 311,336                                |
| Income tax credit/(expenses)                     | 所得稅收益／(開支)   | 245  | (3,862)   | (3,617)                                |
| Profit for the year from continuing operations   | 持續經營業務之全年盈利  | 294,540  | 13,179  | 307,719                                |
| DISCONTINUED OPERATIONS                          | 已終止經營業務      |  |   |  |
| Profit for the year from discontinued operations | 已終止經營業務之全年盈利 | 1,408,732  | -   | 1,408,732                              |
| Profit for the year                              | 全年盈利         | 1,703,272  | 13,179  | 1,716,451                              |
| Attributable to:                                 | 以下各項應佔：      |  |   |  |
| Owners of the Company                            | 本公司擁有人       | 1,702,181  | 13,179  | 1,715,360                              |
| Non-controlling interests                        | 非控制性權益       | 1,091  | -   | 1,091                                  |
|  |              | 1,703,272  | 13,179  | 1,716,451                              |



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (c) Application of business combination under common control (Continued)

##### Acquisition of subsidiaries (Continued)

Consolidated statement of comprehensive income  
For the year ended 31 December 2017

### 2. 重要會計政策摘要（續）

#### (c) 應用共同控制下之業務合併（續）

##### 收購附屬公司（續）

綜合全面收益表  
截至二零一七年十二月三十一日止年度

|   |                   | The Group<br>(before business<br>combination<br>under common<br>control)<br>本集團<br>(共同控制下<br>之業務<br>合併前)<br>HK\$'000<br>港幣千元 | Effect of business<br>combination<br>under common<br>control of the<br>Acquired Group<br>已收購集團<br>共同控制下<br>之業務合併<br>的影響<br>HK\$'000<br>港幣千元 | Consolidated<br>合併<br>HK\$'000<br>港幣千元 |
|---|-------------------|--|---|--|
| Revenue                                   | 收益                | 61,325   | 61,628  | 122,953                                |
| Direct operating costs                    | 直接營運成本            | (39,433)   | (38,828)  | (78,261)                               |
| Profit before tax                         | 稅前盈利              | 238,653  | 22,830  | 261,483                                |
| Income tax expenses                       | 所得稅開支             | (7,973)  | (4,352)   | (12,325)                               |
| Profit for the year                       | 全年盈利              | 230,680  | 18,478  | 249,158                                |
| Attributable to:<br>Owners of the Company | 以下各項應佔：<br>本公司擁有人 | 230,680  | 18,478  | 249,158                                |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

### 2. 重要會計政策摘要（續）

#### (c) Application of business combination under common control (Continued)

#### (c) 應用共同控制下之業務合併（續）

##### Acquisition of subsidiaries (Continued)

##### 收購附屬公司（續）

##### Consolidated statement of financial position

##### 綜合財務狀況表

At 31 December 2016

於二零一六年十二月三十一日

|   |                    | The Group<br>(before business<br>combination<br>under common<br>control) | Effect of<br>business<br>combination<br>under common<br>control of the<br>Acquired Group<br>已收購<br>集團共同<br>控制下之<br>業務合併<br>的影響 | Adjustments<br>調整                  | Consolidated<br>合併 |
|---|--------------------|--|--|------------------------------------|--------------------|
|   |                    | HK\$'000<br>港幣千元   | HK\$'000<br>港幣千元   | HK\$'000<br>港幣千元<br>(Note)<br>(附註) | HK\$'000<br>港幣千元   |
| Investment properties                               | 投資物業               | 1,560,500  | -  | -                                  | 1,560,500          |
| Prepayments, deposits<br>and other receivables      | 預付費用、按金及<br>其他應收款項 | 9,700  | 5,846  | -                                  | 15,546             |
| Cash and bank balances                              | 現金及銀行結餘            | 88,387   | 41,068   | -                                  | 129,455            |
| Other liabilities less assets                       | 其他負債減資產            | (19,227)   | (7,320)  | -                                  | (26,547)           |
| <b>Total assets less liabilities</b>                | <b>總資產減負債</b>      | <b>1,639,360</b>   | <b>39,594</b>  | <b>-</b>                           | <b>1,678,954</b>   |
| Share capital                                       | 股本                 | 156,775  | 30,560   | (30,560)                           | 156,775            |
| Merger reserve                                      | 合併儲備               | -  | -  | 30,560                             | 30,560             |
| Other reserves                                      | 其他儲備               | 695,677  | (1,078)  | -                                  | 694,599            |
| Retained profits                                    | 保留盈利               | 786,908  | 10,112   | -                                  | 797,020            |
| <b>Equity attributable to owners of the Company</b> | <b>本公司擁有人應佔權益</b>  | <b>1,639,360</b>   | <b>39,594</b>  | <b>-</b>                           | <b>1,678,954</b>   |
| <b>Total equity</b>                                 | <b>總權益</b>         | <b>1,639,360</b>   | <b>39,594</b>  | <b>-</b>                           | <b>1,678,954</b>   |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

### 2. 重要會計政策摘要（續）

#### (c) Application of business combination under common control (Continued)

#### (c) 應用共同控制下之業務合併（續）

##### Acquisition of subsidiaries (Continued)

##### 收購附屬公司（續）

##### Consolidated statement of financial position At 31 December 2017

##### 綜合財務狀況表 於二零一七年十二月三十一日

|  |                    | The Group<br>(before business<br>combination<br>under common<br>control) | Effect of<br>business<br>combination<br>under common<br>control of the<br>Acquired Group | Adjustments                        | Consolidated     |
|--|--------------------|--|--|------------------------------------|------------------|
|  |                    | 本集團<br>(共同控制<br>下之業務<br>合併前)   | 集團共同<br>控制下之<br>業務合併<br>的影響  | 調整                                 | 合併               |
|  |                    | HK\$'000<br>港幣千元   | HK\$'000<br>港幣千元   | HK\$'000<br>港幣千元<br>(Note)<br>(附註) | HK\$'000<br>港幣千元 |
| Investments in the Acquired Group            | 投資已收購集團            | 39,571   | -  | (39,571)                           | -                |
| Investment properties                        | 投資物業               | 1,781,500  | -  | -                                  | 1,781,500        |
| Accounts receivable                          | 應收款項               | 6,433  | 2,553  | -                                  | 8,986            |
| Prepayment, deposit and other receivable     | 預付費用、按金及<br>其他應收款項 | 1,444,723  | 279  | -                                  | 1,445,002        |
| Cash and bank balances                       | 現金及銀行結餘            | 59,697   | 58,864   | -                                  | 118,561          |
| Loan from an intermediate holding company    | 來自中間控股公司之貸款        | (1,439,513)  | -  | -                                  | (1,439,513)      |
| Other liabilities less assets                | 其他負債減資產            | (22,371)   | (2,061)  | -                                  | (24,432)         |
| Total assets less liabilities                | 總資產減負債             | 1,870,040  | 59,635   | (39,571)                           | 1,890,104        |
| Share capital                                | 股本                 | 156,775  | 30,560   | (30,560)                           | 156,775          |
| Merger reserve                               | 合併儲備               | -  | -  | (9,011)                            | (9,011)          |
| Other reserves                               | 其他儲備               | 695,677  | 485  | -                                  | 696,162          |
| Retained profits                             | 保留盈利               | 1,017,588  | 28,590   | -                                  | 1,046,178        |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益         | 1,870,040  | 59,635   | (39,571)                           | 1,890,104        |
| Total equity                                 | 總權益                | 1,870,040  | 59,635   | (39,571)                           | 1,890,104        |

Note: The adjustments represent adjustments for elimination of investment cost. The difference has been accounted for in the merger reserve in the consolidated statement of changes in equity.

附註：該等調整為抵銷投資成本的調整。有關差額已於綜合權益變動表中的合併儲備入賬。

No other significant adjustments were made by the Group during the year to the net assets and net profit or loss of any entities as a result of the business combination under common control to achieve consistency of accounting policies.

本集團於年內並無因共同控制下之業務合併對任何實體的淨資產及盈利或虧損淨額作出任何其他重大調整以達致會計政策的一致性。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (d) Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December 2017.

#### (i) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Except for acquisitions under common control as described in Note 2(c), the Group uses the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

Acquisition-related costs are expensed as incurred.

### 2. 重要會計政策摘要（續）

#### (d) 綜合基準

綜合財務報表包括本公司及其附屬公司截至二零一七年十二月三十一日止之財務報表。

#### (i) 附屬公司

附屬公司指本集團控制下之所有實體。當本集團因參與該實體之營運而獲得或有權享有其可變回報，並能夠運用其對實體之權力影響上述回報，本集團即對實體有控制權。附屬公司之賬目自其控制權轉移至本集團之日起列入綜合賬目，並於本集團失去其控制權時停止綜合入賬。

除附註2(c)所述之共同控制下之收購外，本集團採用收購法為業務合併列賬。就收購附屬公司所轉讓之代價為所轉讓資產、被收購方之前擁有人所產生的負債及由本集團所發行股權之公平值。所轉讓代價包括因或有代價安排產生之任何資產或負債之公平值。於業務合併時所收購之可識別資產及所承擔之負債及或有負債，初步按收購日期之公平值計量。

本集團會按每項收購個案確認於被收購方之任何非控制性權益。被收購方的非控制性權益為現時的擁有權權益，並賦予持有人一旦清盤時按比例應佔實體的資產淨值，可按公平值或按現時擁有權權益應佔被收購方可識別資產淨值的確認金額比例而計量。非控制性權益的所有其他組成部份按收購日期的公平值計量，除非香港財務報告準則規定以其他計量基準計算。

收購相關成本於產生時支銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (d) Basis of consolidation (Continued)

##### (i) Subsidiaries (Continued)

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statement of comprehensive income.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

Interests in subsidiaries in the Company's balance sheet are accounted for at cost less accumulated impairment losses. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### 2. 重要會計政策摘要（續）

#### (d) 綜合基準（續）

##### (i) 附屬公司（續）

所轉讓代價、被收購方之任何非控制性權益金額及任何先前於被收購方之股權於收購日期之公平值超逾所收購可識別淨資產公平值之差額，乃入賬列作商譽。倘轉讓代價、已確認的非控制性權益及先前持有的已計量權益的總和低於所收購附屬公司淨資產之公平值（於議價收購之情況下），則該差額會直接於全面收益表內確認。

集團公司間之交易、結餘及因集團公司間之交易而產生之未變現收益均予以對銷。未變現的虧損亦予以對銷。附屬公司所呈報的金額已作出調整，以確保與本集團之會計政策一致（如有需要）。

本公司資產負債表內所計入之附屬公司之權益，以成本值減累積減值虧損列賬。成本包括與投資直接相關之成本。本公司按已收及應收股息基準將附屬公司之業績入賬。

倘自附屬公司收取的股息超出宣派股息期間該附屬公司的全面收入總額，或倘獨立財務報表的投資賬面值超出綜合財務報表所示被投資公司資產淨值（包括商譽）的賬面值，則於自該等投資收取股息時須對於該等附屬公司的投資進行減值測試。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (d) Basis of consolidation (Continued)

##### (i) Subsidiaries (Continued)

###### *Business combinations – common control combinations*

The consolidated financial statements incorporate the financial statements of the combining entities in which the common control combination occurs as if they had been combined from the date when the combining entities first came under the control of the controlling party.

The net assets of the combining entities are combined using the existing book values from the controlling parties' perspective. No amount is recognised in consideration for goodwill or excess of acquirers' interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interests.

The consolidated income statement includes the results of each of the combining entities from the earliest date presented or since the date when the combining entities first came under the common control, where there is a shorter period, regardless of the date of the common control combination.

The comparative amounts in the consolidated financial statements are presented as if the entities had been combined at the previous year end date or when they first came under common control, whichever is shorter.

A uniform set of accounting policies is adopted by those entities. All intra-group transactions, balances and unrealised gains on transactions between combining entities are eliminated on consolidation.

Transaction costs, including professional fees, registration fees, costs of furnishing information to shareholders, costs or losses incurred in combining operations of the previously separate businesses, etc., incurred in relation to the common control combination that is to be accounted for by using merger accounting is recognised as an expense in the period in which it is incurred.

### 2. 重要會計政策摘要（續）

#### (d) 綜合基準（續）

##### (i) 附屬公司（續）

###### *業務合併 – 共同控制合併*

綜合財務報表包括共同控制合併之合併實體之財務報表，猶如該等合併實體自其首次由控制方控制日期起已合併。

合併實體之資產淨值乃按控制方之現有賬面值合併入賬。在控制方持續擁有權益之條件下，概不確認商譽或收購方於被收購方之可識別資產、負債及或有負債公平淨值之權益超逾共同控制合併時成本之差額。

綜合收益表包括合併實體自最早呈列日期起或自合併實體首次共同控制日期起（以較短期間為準）之業績，而不考慮共同控制合併之日期。

綜合財務報表內之比較金額呈列為猶如該實體於前年結束時或首次共同控制時（以較短期間為準）合併。

該等實體中採用統一的會計政策。合併實體的所有集團內部交易、結餘及來自交易的未實現收益於合併中對銷。

交易成本，包括專業費用、註冊費、向股東提供資訊的費用、將先前為獨立業務合併而產生的成本或虧損等與採用合併會計法計算的共同控制合併有關的成本，確認為產生期間的支出。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (d) Basis of consolidation (Continued)

##### (ii) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

##### (iii) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Interests in associates are accounted for using the equity method of accounting and are initially recognised at cost. The Group's interests in associates include goodwill identified on acquisition, net of any accumulated impairment loss.

### 2. 重要會計政策摘要（續）

#### (d) 綜合基準（續）

##### (ii) 出售附屬公司

當本集團不再擁有控制權時，於實體的任何保留權益按失去控制權當日的公平值重新計量，賬面值的變動則在損益內確認。日後將保留權益入賬列作聯營公司、合資企業或金融資產時，公平值視作初始賬面值。此外，先前於其他全面收益確認與該實體有關的任何款額按猶如本集團已直接出售有關資產或負債的方式入賬。此可能意味著先前在其他全面收益確認的款額重新分類至損益。

##### (iii) 聯營公司

聯營公司指本集團對其有重大影響但無控制權之所有實體，一般而言，指持有一家企業20%至50%帶投票權之股份。於聯營公司之權益乃以權益法入賬，初步按成本確認。本集團於聯營公司之權益包括於收購時已識別之商譽（經扣除任何累積減值虧損）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (d) Basis of consolidation (Continued)

##### (iii) Associates (Continued)

The Group's share of the post-acquisition profits or losses and post-acquisition movements in reserves of associates is included in the Group's profit or loss and consolidated reserves respectively. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of losses/profits of associates' in the statement of comprehensive income.

#### (e) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Group's Chief Executive Officer.

### 2. 重要會計政策摘要（續）

#### (d) 綜合基準（續）

##### (iii) 聯營公司（續）

本集團應佔聯營公司於收購後之損益及儲備變動已分別計入本集團之損益及綜合儲備內。累積收購後變動於投資賬面值作出調整。倘本集團應佔聯營公司虧損等於或超過其於聯營公司之權益（包括任何其他無抵押應收款項），本集團不會進一步確認虧損，除非其已產生法律或推定性責任或代聯營公司作出支付。

本集團於各報告日期釐定聯營公司之投資是否有減值之任何客觀憑證。倘有該等客觀憑證，減值數額為聯營公司可收回款項與其賬面值之差額，並於全面收益表中確認為「應佔聯營公司虧損／盈利」旁的款項。

#### (e) 分部報告

營運分部之呈報方式與提供予主要經營決策者之內部報告一致。主要經營決策者確定為本集團行政總裁，負責各營運分部之資源分配及業績評估。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (f) Foreign currency translation

##### (i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the Company's functional and the Group's presentation currency.

##### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss, except when deferred in equity as qualifying cash flow hedges.

Translation differences on investments in equity instruments classified as available for sale financial assets are included in other comprehensive income.

Changes in the fair value of monetary securities denominated in foreign currency classified as available-for-sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security.

Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in equity.

### 2. 重要會計政策摘要（續）

#### (f) 外幣折算

##### (i) 功能及呈列貨幣

本集團各實體企業之財務報表內之有關項目，均以其經營所在地區之主要經濟環境通行之貨幣（「功能貨幣」）計算。綜合財務報表以本公司之功能貨幣及本集團之呈列貨幣港元（「港元」）呈列。

##### (ii) 交易及結餘

外幣交易均按交易當日之匯率折算為功能貨幣。於結算上述交易，及按年終匯率折算以外幣為結算單位之貨幣性資產與負債產生之匯兌盈虧，均在損益中確認，惟於權益中遞延作為合資格現金流量對沖者除外。

分類為可供出售之金融資產之股本工具投資之匯兌差額計入其他全面收益。

分類為可供出售以外幣計值之貨幣證券之公平值變動，按證券之攤銷成本變動與該證券賬面值之其他變動所產生之匯兌差額進行分析。

與攤銷成本變動有關之匯兌差額在損益中確認，而賬面值之其他變動則於權益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (f) Foreign currency translation (Continued)

##### (iii) Group companies

On consolidation, the balance sheet of subsidiaries and associates denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date whilst the statement of comprehensive income is translated at an average rate. The resulting translation differences are included in the translation reserve. When any of these subsidiaries or associates is sold, any translation differences previously recognised in respect of such subsidiary or associate are reclassified to the profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

#### (g) Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities.

Revenue is recognised when it is probable that the future economic benefits will flow to the Group and when these benefits can be measured reliably, on the following bases:

- (i) on the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer provided that the Group retains neither continuing managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (ii) newspaper advertisements and other services, based on the period in which such services are rendered;
- (iii) rental income, in the period in which the properties are let out and on the straight-line basis over the lease terms;
- (iv) asset management and investment advisory related services, based on the period in which such services are rendered; and
- (v) corporate investment advisory related services, based on the period in which such services are rendered.

### 2. 重要會計政策摘要（續）

#### (f) 外幣折算（續）

##### (iii) 集團公司

在綜合賬目時，附屬公司及聯營公司以外幣計值之資產負債表，均以結算日之匯率折算，而全面收益表則按平均匯率折算，由此而產生之匯兌差額列入匯兌儲備內。當出售任何該等附屬公司或聯營公司時，先前就該附屬公司或聯營公司確認之任何匯兌差額，均重新分類為損益。

因收購海外企業而產生之商譽及公平值調整，均作為該海外企業之資產及負債處理，並按年終匯率折算。所產生的匯兌差額均於其他全面收益確認。

#### (g) 收益確認

收益包括本集團日常業務過程中就銷售貨品及服務而已收或應收代價之公平值。

收益於未來經濟利益很可能會流向本集團而有關利益能可靠地計量時確認，基準如下：

- (i) 商品銷售收入，在本集團已將與商品所有權相關之主要風險和報酬轉移給買方，而本集團既沒有保留通常與所有權相聯繫之持續管理權，亦沒有對售出之商品實施有效控制時確認；
- (ii) 報章廣告及其他服務收入按提供服務之期間確認；
- (iii) 租金收入於物業出租之期間及按租賃期以直線法計算；
- (iv) 根據提供該等服務期間提供資產管理及投資顧問相關服務；及
- (v) 根據提供該等服務期間提供企業投資顧問相關服務。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (h) Property, plant and equipment

Property, plant and equipment, other than assets in progress, are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an asset comprises its purchase price and any costs directly attributable to bringing the asset to its working condition and location for its intended use. Cost may also include transfers from hedging reserve of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment. Assets in progress represents property, plant and equipment under construction or instalment and is not yet ready for use. They are transferred to the respective category of property, plant and equipment when they are ready for use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed in the consolidated statement of comprehensive income during the financial period in which they are incurred.

Leasehold land classified as finance lease commences amortisation from the time when the land interest becomes available for its intended use. Amortisation on leasehold land classified as finance lease and depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

|                          |   |
|--------------------------|---|
| – Plant and machinery    | 10 to 20 years  |
| – leasehold improvements | Shorter of remaining lease term of 2 to 50 years or useful life |
| – computer equipment     | 3 to 4 years  |
| – office equipment       | 3 to 10 years   |
| – office furniture       | 3 to 10 years   |
| – others                 | 3 to 10 years   |

### 2. 重要會計政策摘要（續）

#### (h) 物業、機器及設備

物業、機器及設備（在建資產除外）均以成本值減累積折舊及累積減值虧損列賬。資產之成本包括其購入價，及任何為使該資產達到可使用狀況及運往作擬定用途之地點所直接耗用之成本。成本亦可包含轉撥自對沖儲備、因以外幣購買物業、機器及設備而產生之合資格現金流量對沖之任何盈利或虧損。在建資產指建設中或正在裝備及未能使用的物業、機器及設備。該等項目於可使用時會轉至各自之物業、機器及設備類別。

後續支出僅會在與項目有關之未來經濟利益很可能會流向本集團，而該項目的成本能可靠地計量之情況下，方會適當地計入資產之賬面值或確認為一項獨立資產。所有其他維修及保養費用均於發生之財務期間於綜合全面收益表列作開支。

分類為融資租賃之租賃土地於土地權益可作其擬定用途時開始攤銷。分類為融資租賃之租賃土地之攤銷及其他資產之折舊，乃將成本按以下其估計可使用年期以直線法分攤至其剩餘價值計算：

|            |                          |
|------------|--------------------------|
| – 機器及器材    | 10至20年                   |
| – 租賃物業改善工程 | 2至50年之剩餘租期或可使用年期（以較短者為準） |
| – 電腦設備     | 3至4年                     |
| – 辦公室設備    | 3至10年                    |
| – 辦公室傢俱    | 3至10年                    |
| – 其他       | 3至10年                    |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (h) Property, plant and equipment (Continued)

No depreciation/amortisation is provided for assets in progress.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

#### (i) Investment properties

Investment properties are properties that are held to earn rentals or for capital appreciation or both. Investment properties are measured initially at costs, including related transaction costs. After initial recognition, investment properties are carried at fair values, with changes in fair values recognised in the profit or loss. The methods used to determine the fair values of the investment properties are set out in Note 6 to the financial statements.

Subsequent expenditure on an investment property is included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed in the consolidated statement of comprehensive income.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment and its fair value at the date of reclassification becomes its cost for accounting purposes.

If an owner-occupied property becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this property at the date of transfer is recognised as a movement in the asset revaluation reserve. Such movement will not be subsequently recycled to profit or loss. However, if a fair value gain reverses a previous impairment loss, the gain is recognised in the profit or loss.

### 2. 重要會計政策摘要（續）

#### (h) 物業、機器及設備（續）

在建資產不計提折舊／攤銷。

本集團在每個結算日均會檢討資產之剩餘價值及可使用年期，並作出適當調整。

倘一項資產之賬面值高於其估計可收回金額，則該項資產之賬面值會即時調減至其可收回金額。

#### (i) 投資物業

投資物業指持作賺取租金或資本增值或二者兼具之物業。投資物業初步按成本（包括有關交易成本）計量。於初步確認後，投資物業乃按公平值列賬，而公平值之變動則於損益中確認。用以釐定投資物業公平值之方法載於本財務報表附註6。

一項投資物業之後續支出僅會在與項目有關之未來經濟利益很可能會流向本集團，而該項目的成本能可靠地計量之情況下，方會計入資產之賬面值。所有其他維修及保養費用均於綜合全面收益表中列作開支。

倘一項投資物業成為自用物業，則須重新分類為物業、機器及設備，其於重新分類當日之公平值則作為成本記賬。

倘一項自用物業因改變用途而成為投資物業，該項物業之賬面值與於轉撥當日之公平值之差額確認為資產重估儲備之變動。有關變動其後不會再轉入損益。然而，倘公平值收益可抵銷過往減值虧損，則該收益乃於損益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (j) Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Payments made under operating leases, net of any incentives received from the lessor are charged to the profit or loss on a straight-line basis over the lease periods.

When assets are leased out under an operating lease, the asset is included in the balance sheet based on the nature of the asset.

Lease income on operating leases is recognised over the term of the lease on a straight-line basis.

#### (k) Impairment of non-financial assets

Property, plant and equipment are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If any such indication exists, the recoverable amount of the assets is estimated and where relevant, an impairment loss is recognised to reduce the carrying amount of the assets to their recoverable amount.

### 2. 重要會計政策摘要（續）

#### (j) 經營租賃

如租賃中出租人保留了大體上所有與資產所有權相關之報酬及風險，該等租賃即列作經營租賃。經營租賃支付之款額，在扣除出租人提供之任何激勵措施後，於租賃期內以直線法在損益內列作支出。

當按經營租賃租出資產時，該資產按其性質列入資產負債表。

經營租賃的租賃收入在租賃期內以直線法確認。

#### (k) 非金融資產減值

物業、機器及設備則須於事件或情況變動顯示賬面值可能不可收回時作減值測試。此等跡象出現時，本集團將估算有關資產之可收回金額，並於適當情況下確認減值虧損，以將資產賬面值調減至其可收回金額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (l) Financial assets

The Group classifies its financial assets in the following categories: loans and receivables, and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

##### (i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Group's loans and receivables comprise 'accounts and other receivables' and 'cash and cash equivalents' in the balance sheet.

Accounts receivable are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of accounts receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Accounts and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

Cash and cash equivalents includes cash in hand, deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less. Interest income on bank deposits calculated using the effective interest method is recognised in the consolidated statement of comprehensive income as part of finance income.

### 2. 重要會計政策摘要（續）

#### (l) 金融資產

本集團將其金融資產劃分為以下類別：貸款及應收款項以及可供出售之金融資產。分類視乎收購金融資產的目的而定。管理層於初步確認時釐定金融資產的分類。

##### (i) 貸款及應收款項

貸款及應收款項是有固定或可釐定付款額而沒有在活躍市場上報價的非衍生金融資產。本集團的貸款及應收款項包括資產負債表內的「應收及其他款項」及「現金及現金等值」。

應收款項是指於日常業務過程中就出售商品或提供服務而應收客戶的款項。倘應收款項預期可於一年或一年以內（或若更長，則在業務的正常經營週期內）收回，此等應收款項分類為流動資產，否則列為非流動資產。

應收及其他款項初步以公平值確認，之後採用實際利息法，按攤銷成本減減值撥備計算。

現金及現金等值包括手頭現金、銀行通知存款及存款期為三個月或以下的其他短期高流動性投資。採用實際利息法計量的銀行存款之利息收入於綜合全面收益表內確認，列作部份財務收入。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (l) Financial assets (Continued)

##### (ii) Available-for-sale financial assets

Available-for-sale financial assets are investments in equity and debt instruments that are designated in this category. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months at the end of the reporting period.

Purchases and sales of available-for-sale financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. They are initially recognised at fair value plus transaction costs and subsequently carried at fair value at each balance sheet date.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for sale are analysed between translation differences resulting from changes in amortised cost of the securities and other changes in the carrying amount of the securities. Translation differences resulting from changes in the amortised cost of the securities are recognised in the income statement, and other changes in the carrying amount are recognised in the other comprehensive income.

When available-for-sale financial assets are subsequently sold or impaired, the accumulated fair value adjustments recognised in equity are included in the profit or loss as 'gains and losses from available-for-sale financial assets'.

Dividends on available-for-sale equity instruments are recognised in the consolidated statement of comprehensive income as part of other income when the Group's right to receive payments is established. Interest on available-for-sale securities calculated using the effective interest method is recognised in the consolidated statement of comprehensive income as part of finance income.

### 2. 重要會計政策摘要（續）

#### (l) 金融資產（續）

##### (ii) 可供出售之金融資產

可供出售之金融資產乃指定為此類之股本及債務工具之投資。除非有關投資於報告期末起計十二個月內到期或管理層擬於該期間出售有關投資，否則該等資產計入非流動資產。

可供出售之金融資產之買賣於交易日（即本集團承諾買或賣該等資產之日）確認。該等資產初步按公平值加交易成本確認，之後於各結算日按公平值列賬。

以外幣計值並分類為可供出售之貨幣證券之公平值變動乃以證券之攤銷成本變動與證券賬面值之其他變動產生之匯兌差額分析。有關證券攤銷成本變動之匯兌差額於收益表確認，而賬面值之其他變動則於其他全面收入確認。

當可供出售之金融資產隨後被出售或出現減值時，於權益中確認之累積公平值調整計入損益，列作「可供出售之金融資產之損益」。

來自可供出售之股本工具之股息於本集團收取款項之權利確定時，在綜合全面收益表確認為部份其他收入。採用實際利息法計算的可供出售證券之利息，於綜合全面收益表確認為部份財務收入。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (l) Financial assets (Continued)

#### (ii) Available-for-sale financial assets (Continued)

##### *Offsetting financial instruments*

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

##### *Impairment of financial assets*

#### (i) Loans and receivables

The Group assesses at the end of each reporting period whether there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. When such evidence exists, an allowance for impairment is established. The amount of the allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Impairment loss is recognised in the profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the profit or loss.

### 2. 重要會計政策摘要（續）

#### (l) 金融資產（續）

#### (ii) 可供出售之金融資產（續）

##### *抵銷金融工具*

當有合法強制執行權抵銷已確認金額，並有意圖按淨額基準結算或同時變現資產和結算負債時，金融資產與負債可互相抵銷，並在資產負債表報告其淨額。合法強制執行權必須不得依賴未來事件而定，且在一般業務過程中以及倘公司或對手方一旦出現違約、無力償債或破產時，必須可強制執行。

##### *金融資產減值*

#### (i) 貸款及應收款項

本集團於各報告期末均會評估本集團是否無法按應收款項原有條款收回所有到期金額之客觀證據。倘出現任何此等跡象，本集團會確認減值撥備。撥備之金額乃資產之賬面值與以原實際利率折算估計未來現金流量現值之差額。減值虧損於損益中確認。

於後續期間，倘減值虧損之數額減少，而減少之原因客觀上與確認減值後所發生之事件（如債務人信貸評級有所改善）有關，則先前確認之減值虧損予以撥回，並於損益中確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (l) Financial assets (Continued)

#### (ii) Available-for-sale financial assets (Continued)

##### *Impairment of financial assets (Continued)*

#### (ii) Assets classified as available-for-sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For debt securities, if any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the consolidated income statement. For equity investments, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement.

### 2. 重要會計政策摘要（續）

#### (l) 金融資產（續）

#### (ii) 可供出售之金融資產（續）

##### *金融資產減值（續）*

#### (ii) 分類為可供出售之資產

本集團於各報告期末均會評估一項金融資產或一組金融資產有否出現減值之客觀證據。就債務證券而言，倘出現任何此等跡象，其累積虧損（以收購成本與當時公平值之差額，減該金融資產先前在損益中確認之任何減值虧損計算）將自權益刪除，並於損益內確認。於後續期間，倘分類為可供出售之債務工具之公平值增加，而增加之原因客觀上與減值虧損於損益中確認後所發生之事件有關，則減值虧損透過綜合收益表撥回。就股本投資而言，證券公平值大幅或長期下跌低於其成本亦為資產減值的證據。倘存在任何有關證據，累計虧損（按收購成本與現時公平值的差額，減該金融資產先前於損益內確認之任何減值虧損計算）將自權益刪除，並於損益內確認。於綜合收益表中就股本工具確認之減值虧損不會透過綜合收益表撥回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (m) Share capital

Ordinary shares are classified as equity. The par value of the shares issued and fully paid is recognised in the share capital account. Any excess of proceeds from a new issue of shares (net of any incremental costs directly attributable to the new issue) over the par value of the shares issued is recognised in the share premium account.

#### (n) Other payables

Other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### (o) Provisions and contingent liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

### 2. 重要會計政策摘要（續）

#### (m) 股本

普通股歸類為權益。已發行及繳足股款之股份之面值於股本賬中確認。發行新股份所得款項（扣除發行新股份直接應佔之任何額外成本後）超逾已發行股份面值之金額，於股份溢價賬中確認。

#### (n) 其他應付款項

其他應付款項是於日常業務過程中就獲得供應商提供商品或服務作出付款的責任。倘其他應付款項到期日為一年或一年以內（或若更長，則在業務的正常經營週期內），此等應付款項分類為流動負債，否則列為非流動負債。

其他應付款項初步以公平值確認，之後採用實際利息法按攤銷成本計算。

#### (o) 撥備及或有負債

當本集團因過往事件致使現時負有法律責任或推定性責任，並很可能須撥出資源解除該責任，且能就該數額作出可靠之估計時，須作出撥備。

或有負債乃因過往事件而產生之可能責任，其存在僅會就不能由本集團完全控制之一項或多項不能確定之未來事件發生或不發生時予以證實。或有負債亦可能是因過往事件而產生之現有責任，但因為該責任不大可能會導致經濟資源流出，或該責任之金額無法可靠地估計而未有確認。

或有負債不予確認，但須於財務報表附註內披露。當資源流出之可能性發生變化，致使資源很可能流出時，則將其確認為一項撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (p) Employee benefits

##### (i) Employee retirement schemes

During the year ended 31 December 2016, the Group operated four staff retirement schemes comprising a defined benefit pension (“DB”) scheme, a defined contribution pension (“DC”) scheme, a Mandatory Provident Fund (“MPF”) and a Top-up (“Top-up”) scheme for its employees, the assets of which were held separately from those of the Group in independently administered funds. The retirement schemes were generally funded by payments from employees and by the relevant Group companies. These schemes were disposed together with the disposal of media business on 5 April 2016 except for the MPF Scheme.

The Group’s contributions to the DB scheme were made based on the periodic recommendations of independent qualified actuaries. Pension costs were assessed using the projected unit credit method: the cost of providing pensions was charged to the consolidated statement of comprehensive income so as to spread the regular cost over the service lives of employees in accordance with the advice of the actuaries who carry out a full valuation of the plans. The pension obligation was measured as the present value of the estimated future cash outflows by reference to market yields of Government securities which had similar terms as the related liabilities.

The current service cost of the defined benefit plan, recognised in the income statement in employee benefit expense, except where included in the cost of an asset, reflected the increase in the defined benefit obligation results from employee service in the current year, benefit changes, curtailments and settlements.

Past-service costs were recognised immediately in profit or loss.

The net interest cost was calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost was included in employee benefit expense in the income statement.

### 2. 重要會計政策摘要（續）

#### (p) 僱員利益

##### (i) 僱員退休計劃

於截至二零一六年十二月三十一日止年度內，本集團為其僱員設有四項員工退休計劃，包括界定利益退休金計劃（「界定利益計劃」）、定額供款退休金計劃（「定額供款計劃」）、強制性公積金（「強積金」）及補足計劃（「補足計劃」）。該等計劃之資產由獨立管理信託基金持有，與本集團之資產分開。該等退休計劃之資金一般來自僱員及有關集團公司款項。除強積金計劃外，該等計劃已隨同媒體業務出售事項於二零一六年四月五日出售。

本集團支付界定利益計劃之供款乃根據獨立合資格精算師之定期建議釐定。退休金成本乃按預期累積單位法評估：即退休金成本按精算師對計劃作出全面評估後之建議，有關成本在綜合全面收益表中扣除，令定期成本於僱員之服務年期內分攤。退休金責任之金額乃參照與有關責任之年期相若之政府證券市場收益率，將估計未來現金流出金額折現而得出之現值。

於收益表僱員福利開支確認的界定利益計劃目前的服務成本（除計入資產成本外）反映自本年度的僱員服務、福利開支、削減及結算導致之界定利益責任增加。

過去服務成本即時於損益確認。

利息成本淨額乃採用界定利益責任結餘淨額及計劃資產公平值折現率計算。此成本計入收益表之僱員福利開支。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (p) Employee benefits (Continued)

##### (i) Employee retirement schemes (Continued)

Actuarial gains and losses arising from experience adjustment and changes in actuarial assumptions were charged or credited to equity in other comprehensive income in the period in which they arose. The Group had no further constructive obligation for post-employment benefits beyond the contributions made.

Contributions to the DC, MPF and Top-up schemes were charged to the consolidated statement of comprehensive income as incurred. For the DC and Top-up schemes, the amounts charged to the consolidated statement of comprehensive income might be reduced by contributions forfeited by employees who leave these schemes prior to vesting fully in the contributions.

##### (ii) Share-based compensation

The Company has a share option scheme which is a part of remuneration policy with rewards determined based upon the performance of the Group and individual employees. The fair value of the employee services received in exchange for the grant of options is recognised as an expense in the consolidated statement of comprehensive income and credited to the employee share-based compensation reserve. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, taking into account the vesting conditions. At each balance sheet date, the Group revises its estimates of the number of options that are expected to be vested, and the impact taken to the profit or loss, and corresponding adjustment to the employee share-based compensation reserve.

The proceeds received net of any directly attributable transaction costs are credited to share capital and share premium when the options are exercised.

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the parent entity accounts.

All the remaining share options were either exercised or lapsed upon the disposal of media business on 5 April 2016.

### 2. 重要會計政策摘要（續）

#### (p) 僱員利益（續）

##### (i) 僱員退休計劃（續）

根據經驗調整以及精算假設的變動而引致的精算收益及虧損，在產生期間內於其他全面收入的權益中扣除或計入。除供款外，本集團概無就退休後福利的任何推定性責任。

定額供款計劃、強積金及補足計劃之供款乃於產生時於綜合全面收益表中扣除。就定額供款計劃及補足計劃而言，若僱員在全部供款歸屬前退出計劃，其所放棄之供款可用作減少本集團在綜合全面收益表中需要扣除之款項。

##### (ii) 以股權支付的酬金

本公司設有一項購股權計劃，此乃本集團薪酬政策之一部份。該計劃根據本集團業績及員工個別表現釐定報酬。以授出購股權換取之僱員服務以公平值於綜合全面收益表確認為開支，並計入股權支付僱員酬金儲備。於歸屬期內須予列作開支之總金額乃參照已授出之購股權在計及歸屬條件後得出之公平值釐定。於各結算日，本集團均會修訂其預期將予歸屬之購股權數目，而有關修訂之影響，則會在損益中反映，並在股權支付僱員酬金儲備作出相應調整。

當購股權獲行使時，所收取之款項（經扣除與購股權直接相關的任何交易成本後）均計入股本及股份溢價中。

本公司向本集團附屬公司員工授出其股本工具之購股權乃按資本出資處理。員工服務公平值乃經參考授出日期公平值計量，及於歸屬期間確認為於附屬公司投資之增加，並相應調增母公司賬下之權益。

所有剩餘購股權已於二零一六年四月五日出售媒體業務後行使或失效。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (q) Current and deferred income tax

Income tax expense is the aggregate amount included in the determination of profit or loss for the year in respect of current tax and deferred tax.

The tax expense for the period comprises current and deferred tax. Tax is recognised in the profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

### 2. 重要會計政策摘要（續）

#### (q) 即期及遞延所得稅

所得稅開支指釐定年內盈利或虧損時所計入之即期稅項及遞延稅項之總額。

本期之稅項開支包括即期稅項及遞延稅項。稅項乃於損益內確認，惟與其他全面收入內或直接於權益內確認的項目有關的稅項則除外。在此情況下，稅項亦分別於其他全面收入或直接於權益內確認。

即期所得稅開支根據本公司附屬公司及聯營公司經營業務及產生應課稅收入的國家於結算日已頒佈或基本上已頒佈的稅法計算。管理層對適用稅項法規作出詮釋所規限的情況下定期評估報稅表的稅務狀況，並在恰當時按預期向稅務機關繳納的金額為基準設定撥備。

遞延所得稅採用負債法，就資產及負債之稅基與其在本綜合財務報表之賬面值兩者之暫時差異作確認。遞延所得稅採用結算日前已頒佈或基本上已頒佈、並預期於相關遞延所得稅資產變現或遞延所得稅負債結算時適用之稅率（及稅法）釐定。

遞延所得稅資產，僅在將來很可能有應課稅盈利以抵銷暫時差異時方予確認。

本集團須就附屬公司及聯營公司投資所產生之暫時差異計提遞延所得稅，但若本集團控制暫時差異撥回之時間，而且在可預見之未來該等暫時差異很可能不會撥回者則除外。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 2. Summary of significant accounting policies (Continued)

#### (q) Current and deferred income tax (Continued)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### (r) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders, or directors, where appropriate.

#### (s) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographic area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

When an operation is classified as discontinued, a single amount is presented in the income statement, which comprises the post-tax profit or loss of the discontinued operation and the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

### 2. 重要會計政策摘要（續）

#### (q) 即期及遞延所得稅（續）

倘現時存在一項可依法強制執行的權利以即期稅項資產抵銷即期稅項負債，且當遞延所得稅資產及負債涉及同一個稅務機關就應課稅實體或有意以淨值基準償還結餘之不同應課稅實體而徵收之所得稅，則遞延所得稅資產及負債可予抵銷。

#### (r) 股息分派

分派予本公司股東之股息乃於股息獲本公司股東或董事（如適用）批准之期間於本集團財務報表中確認為負債。

#### (s) 已終止經營業務

已終止經營業務是本集團業務之一部份，其營運及現金流量可與本集團其他業務清楚區分，且屬於一項按業務或地區劃分之獨立主要業務，或屬於出售一項按業務或地區劃分之獨立主要業務之單一統籌計劃一部份，或為一家純粹為轉售而收購之附屬公司。

倘業務分類為已終止經營業務，則收益表上會呈列單獨數額，當中包括已終止經營業務之除稅後損益，以及就計量構成已終止經營業務之資產或出售集團公平值減銷售費用或出售構成已終止經營業務之資產或出售集團所確認之除稅後盈虧。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 3. Critical accounting estimates and judgement

Management are required to exercise significant estimates and judgments, which are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances, in the selection and application of accounting principles.

#### (a) Fair value of investment properties

The valuation of investment properties is performed in accordance with the “Valuation Standards on Valuation of Properties” published by the Hong Kong Institute of Surveyors. The valuation is reviewed semi-annually by qualified valuers by considering the information from a variety of sources including but not limited to:

- (i) comparable sales transactions as available in the relevant market; and
- (ii) rental income derived from the existing tenancies with due provision for any reversionary income potential.

The fair value of investment properties is determined by using valuation technique. Details of the judgement and assumptions have been disclosed in Note 6.

Changes to the assumptions used in deriving the valuation could have a significant risk of causing material adjustment to the carrying amounts in the balance sheet.

#### (b) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. The depreciation for future periods are adjusted if there are material changes from previous estimates.

### 3. 關鍵會計估計及判斷

管理層在篩選及應用會計原則時須行使重要估計及判斷，有關估計及判斷須作持續評估並基於過往經驗及其他因素（包括於有關情況下相信為合理的未來事件估計）。

#### (a) 投資物業之公平值

投資物業乃根據香港測量師學會所發表之「物業估值之估值準則」進行估值。估值每半年由合資格估值師考慮多方面資料而作出檢討，包括但不限於：

- (i) 相關市場上現時可作比較之銷售交易；及
- (ii) 現有租賃產生之租金收入就任何潛在復歸收入作出適當撥備。

投資物業之公平值乃使用估值方法釐定。有關判斷及假設的詳情披露於附註6。

估值所用之假設變動會導致資產負債表的賬面值有被大幅調整的重大風險。

#### (b) 物業、機器及設備的可使用年期

本集團管理層釐定其物業、機器及設備的估計可使用年期及相關折舊及攤銷開支。該項估計乃根據類似性質及功能的物業、機器及設備的實際可使用年期的過往經驗作出。倘相較過往的估計有重大改變，則在未來期間調整折舊。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 4. Revenue and segment information

The chief operating decision-maker has been identified as the Chief Executive Officer (“CEO”) of the Group, who reviews the Group’s internal reporting in order to assess performance and allocate resources. The Company’s management has determined the operating segments based on these reports.

The Group has two reportable segments, property investment and financial services, for the year ended 31 December 2017, while it had three reportable segments: newspaper, magazine and property investment for the year ended 31 December 2016.

Property investment segment holds various commercial and industrial properties in Hong Kong. It derives revenue through leasing out its properties.

Financial services segment holds licences to carry out Type 1 (dealing in securities) (restricted by certain conditions), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO.

For the year ended 31 December 2016, Newspaper segment was engaged in the publication of *South China Morning Post*, *Sunday Morning Post* and other related print and digital publications. It derived its revenue mainly from advertising and sales of newspapers. Magazine segment was engaged in the publication of various magazines in Chinese and English language and related print and digital publications. Its revenue was derived from advertising and sales of magazines. Both Newspaper and Magazine segments were classified as discontinued operations. As the sale of media business was completed on 5 April 2016, the revenue and results of operations of Newspaper and Magazine segments in 2016 only covered their results for the period from 1 January 2016 to 5 April 2016.

### 4. 收益及分部資料

主要經營決策者已被確定為本集團行政總裁（「行政總裁」），彼審閱本集團之內部報告以評估表現及分配資源。本公司管理層已根據此等報告釐定營運分部。

截至二零一七年十二月三十一日止年度，本集團有物業投資及金融服務兩個可報告分部，而於截至二零一六年十二月三十一日止年度，其有三個可報告分部：報章、雜誌及物業投資。

物業投資分部在香港擁有多項商業及工業物業。物業投資分部透過出租其物業獲得收益。

金融服務分部持有從事證券及期貨條例項下第1類（證券交易）（受若干條件限制）、第4類（就證券提供意見）、第6類（就機構融資提供意見）及第9類（提供資產管理）受規管活動之牌照。

截至二零一六年十二月三十一日止年度，報章分部從事出版《南華早報》、《星期日南華早報》以及相關印刷及電子刊物。其收益主要來自廣告及報章銷售。雜誌分部從事出版多本中文及英文雜誌以及相關印刷及電子刊物。其收益來自廣告及雜誌銷售。報章及雜誌分部均被分類為已終止經營業務。由於銷售媒體業務已於二零一六年四月五日完成，故報章及雜誌分部於二零一六年之收益及經營業績僅包括其於二零一六年一月一日至二零一六年四月五日期間的業績。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 4. Revenue and segment information (Continued)

The chief operating decision-maker assesses the performance of the operating segments based on profit or loss after tax. The Group considers that the measurement principles for profit or loss after tax are consistent with those used in measuring the corresponding amounts in the Group's financial statements. Hence, profit or loss after tax is used for reporting segment profit or loss.

The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies except that interest in the profit or loss of an associate is accounted for on the basis of dividend received or receivable in segment profit or loss while such interest is accounted for under the equity method in the Group's consolidated financial statements.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different marketing strategies. Transactions between reportable segments are accounted for on arm's length basis.

Revenue for 2017 consists of revenue from property investment and financial services segments.

Revenue of continuing and discontinued operations for 2016 consisted of revenue from all of the Group's then reportable segments, which comprised newspaper and magazine, up to the date of disposal of media business as described above, property investment and financial services as well as other segments whose contributions to the Group's revenue and profit or loss are below the quantitative threshold for separate disclosures. The total revenue of continuing and discontinued operations for the year ended 31 December 2017 and 2016 were HK\$122,953,000 and HK\$302,318,000 respectively. The other segment mainly includes expenses incurred by the Company.

Substantially all the activities of the Group are based in Hong Kong and below is segment information by reportable segments:

### 4. 收益及分部資料（續）

主要經營決策者根據除稅後損益衡量營運分部之表現。本集團認為，除稅後損益之計量原則與計量本集團財務報表內之相應金額所用者一致。因此，除稅後損益用作報告分部之損益。

營運分部之會計政策與重大會計政策概要所述者相同，惟於一家聯營公司損益之權益乃根據分部損益已收或應收之股息入賬，而該權益於本集團之綜合財務報表以權益法入賬。

本集團之可報告分部乃提供不同產品及服務之策略性業務單位。由於各業務要求不同之市場推廣策略，各可報告分部乃個別管理。可報告分部之間之交易按公平原則基準列賬。

二零一七年的收益包括物業投資及金融服務分部之收益。

二零一六年的持續經營及已終止經營業務收益包括來自本集團當時所有可報告分部（包括報章及雜誌（直至上文所述出售媒體業務日期止）、物業投資及金融服務）之收益以及對本集團之收益及損益之貢獻低於個別披露門檻金額之其他分部收益。截至二零一七年及二零一六年十二月三十一日止年度之持續經營及已終止經營業務總收益分別為122,953,000港元及302,318,000港元。其他分部主要包括本公司產生的開支。

本集團大體上所有業務均以香港為基地，而根據可報告分部劃分之分部資料如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 4. Revenue and segment information (Continued)

### 4. 收益及分部資料（續）

#### (a) Reportable segment profit or loss

#### (a) 可報告分部損益

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

|   |                     | Continuing operations<br>持續經營業務 |                            |                  |                  |
|---|---------------------|---------------------------------|----------------------------|------------------|------------------|
|   |                     | Property investment<br>物業投資     | Financial services<br>金融服務 | Others<br>其他     | Total<br>總計      |
|   |                     | HK\$'000<br>港幣千元                | HK\$'000<br>港幣千元           | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 |
| Revenue from external customers                 | 外界客戶之收益             | 61,325                          | 61,628                     | -                | 122,953          |
| Profit/(loss) for reportable and other segments | 可報告及其他分部<br>盈利/(虧損) | 261,208                         | 18,478                     | (30,124)         | 249,562          |
| Net finance income/(cost)                       | 財務收入/(成本) 淨額        | 11                              | 30                         | (3,846)          | (3,805)          |
| Depreciation and amortisation                   | 折舊及攤銷               | (279)                           | (363)                      | (1,014)          | (1,656)          |
| Income tax                                      | 所得稅                 | (7,973)                         | (4,352)                    | -                | (12,325)         |

For the year ended 31 December 2016 (restated)

截至二零一六年十二月三十一日止年度  
(經重列)

|   |                     | Continuing operations (Restated)<br>持續經營業務 (經重列) |                            |                  |                  | Discontinued operations<br>已終止經營業務 |                  |                  |                  |                  |
|---|---------------------|--|----------------------------|------------------|------------------|------------------------------------|------------------|------------------|------------------|------------------|
|   |                     | Property investment<br>物業投資                      | Financial services<br>金融服務 | Others<br>其他     | Total<br>總計      | Newspaper<br>報章                    | Magazine<br>雜誌   | Others<br>其他     | Sub-total<br>小計  | Total<br>總計      |
|   |                     | HK\$'000<br>港幣千元                                 | HK\$'000<br>港幣千元           | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元                   | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 |
| Total segment revenue                           | 分部總收益               | 57,844   | 34,549                     | -                | 92,393           | 152,739                            | 58,254           | 1,762            | 212,755          | 305,148          |
| Inter-segment revenue                           | 分部間之收益              | (686)  | -                          | -                | (686)            | (21)                               | (2,064)          | (59)             | (2,144)          | (2,830)          |
| Revenue from external customers                 | 外界客戶之收益             | 57,158   | 34,549                     | -                | 91,707           | 152,718                            | 56,190           | 1,703            | 210,611          | 302,318          |
| Profit/(loss) for reportable and other segments | 可報告及其他分部<br>盈利/(虧損) | 258,318  | 13,179                     | 7,594            | 279,091          | (18,149)                           | 5,342            | (313)            | (13,120)         | 265,971          |
| Finance income                                  | 財務收入                | -  | 24                         | 978              | 1,002            | 507                                | -                | -                | 507              | 1,509            |
| Depreciation and amortisation                   | 折舊及攤銷               | (1,552)  | (335)                      | -                | (1,887)          | -                                  | -                | -                | -                | (1,887)          |
| Income tax                                      | 所得稅                 | 245  | (3,862)                    | -                | (3,617)          | (1,343)                            | (930)            | -                | (2,273)          | (5,890)          |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 4. Revenue and segment information (Continued)

### 4. 收益及分部資料（續）

#### (b) Reportable segment information

#### (b) 可報告分部資料

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

|                     |      | Continuing operations |                    |          | Total    |
|---------------------|------|-----------------------|--------------------|----------|----------|
|                     |      | 持續經營業務                |                    |          |          |
|                     |      | Property investment   | Financial services | Others   |          |
|                     |      | 物業投資                  | 金融服務               | 其他       | 總計       |
|                     |      | HK\$'000              | HK\$'000           | HK\$'000 | HK\$'000 |
|                     |      | 港幣千元                  | 港幣千元               | 港幣千元     | 港幣千元     |
| Capital expenditure | 資本開支 | 4,302                 | 203                | -        | 4,505    |

For the year ended 31 December 2016 (restated)

截至二零一六年十二月三十一日止年度  
(經重列)

|                     |      | Continuing operations (Restated) |                    |          |                      | Discontinued operations |          |          |           | Total (Restated) |
|---------------------|------|----------------------------------|--------------------|----------|----------------------|-------------------------|----------|----------|-----------|------------------|
|                     |      | 持續經營業務 (經重列)                     |                    |          |                      | 已終止經營業務                 |          |          |           |                  |
|                     |      | Property investment              | Financial services | Others   | Sub-total (Restated) | Newspaper               | Magazine | Others   | Sub-total |                  |
|                     |      | 物業投資                             | 金融服務               | 其他       | 小計 (經重列)             | 報章                      | 雜誌       | 其他       | 小計        | 總計 (經重列)         |
|                     |      | HK\$'000                         | HK\$'000           | HK\$'000 | HK\$'000             | HK\$'000                | HK\$'000 | HK\$'000 | HK\$'000  | HK\$'000         |
|                     |      | 港幣千元                             | 港幣千元               | 港幣千元     | 港幣千元                 | 港幣千元                    | 港幣千元     | 港幣千元     | 港幣千元      | 港幣千元             |
| Capital expenditure | 資本開支 | 1,778                            | -                  | -        | 1,778                | 7,352                   | 2,119    | -        | 9,471     | 11,249           |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 4. Revenue and segment information (Continued)

### 4. 收益及分部資料（續）

#### (c) Reconciliation of reportable segment profit or loss to profit for the year

#### (c) 可報告分部損益與全年盈利對賬表

|  |                     | For the year ended 31 December<br>截至十二月三十一日止年度                         |  |   |  |
|--|---------------------|--|--|---|--|
|  |                     | 2017<br>二零一七年  | 2016<br>二零一六年  |   |  |
|  |                     | Total-<br>Continuing<br>operations<br>持續經營<br>業務總額<br>HK\$'000<br>港幣千元 | Continuing<br>operations<br>持續<br>經營業務<br>HK\$'000<br>港幣千元 | Discontinued<br>operations<br>已終止<br>經營業務<br>HK\$'000<br>港幣千元 | Total<br>總計<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
| Profit/(loss) for reportable segments                              | 可報告分部盈利／(虧損)        | <b>279,686</b>   | 271,497  | (12,807)  | 258,690  |
| (Loss)/profit for other segments                                   | 其他分部 (虧損)／盈利        | <b>(30,124)</b>  | 7,594  | (313)   | 7,281  |
|  |                     | <b>249,562</b>   | 279,091  | (13,120)  | 265,971  |
| Reconciling items:   | 對賬項目：               |  |  |   |  |
| Elimination of inter-segment transactions                          | 分部間交易之對銷            | -  | (122)  | 122   | -  |
| Share of losses of associates under equity<br>method of accounting | 根據權益會計法應佔聯營<br>公司虧損 | <b>(404)</b>   | (1,339)  | (1)   | (1,340)  |
| Gain on disposal of asset held for sale                            | 出售持作待售資產收益          | -  | 30,089   | -   | 30,089   |
| Gain on disposal of discontinued operations                        | 出售已終止經營業務收益         | -  | -  | 1,421,731   | 1,421,731  |
|  |                     | <b>(404)</b>   | 28,628   | 1,421,852   | 1,450,480  |
| Profit for the year  | 全年盈利                | <b>249,158</b>   | 307,719  | 1,408,732   | 1,716,451  |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註 (續)

### 5. Property, plant and equipment

### 5. 物業、機器及設備

|   |                               | Leasehold<br>land and<br>buildings | Plant &<br>machinery | Computer<br>Equipment | Office<br>Equipment | Office<br>Furniture | Leasehold<br>Improvement | Other<br>Fixed<br>Assets | Assets in<br>progress | Total     |
|---|-------------------------------|------------------------------------|----------------------|-----------------------|---------------------|---------------------|--------------------------|--------------------------|-----------------------|-----------|
|   |                               | 租賃土地<br>及樓宇                        | 機器及器材                | 電腦設備                  | 辦公室設備               | 辦公室傢俱               | 租賃物業<br>改善工程             | 其他固定<br>資產               | 在建資產                  | 總計        |
|   |                               | HK\$'000                           | HK\$'000             | HK\$'000              | HK\$'000            | HK\$'000            | HK\$'000                 | HK\$'000                 | HK\$'000              | HK\$'000  |
|   |                               | 港幣千元                               | 港幣千元                 | 港幣千元                  | 港幣千元                | 港幣千元                | 港幣千元                     | 港幣千元                     | 港幣千元                  | 港幣千元      |
| At 1 January 2016,<br>as previously reported                  | 於二零一六年一月一日<br>(如前呈報)          |                                    |                      |                       |                     |                     |                          |                          |                       |           |
| Cost  | 成本                            | 115,827                            | 106                  | 2,122                 | 2,467               | 203                 | -                        | 12,326                   | 662                   | 133,713   |
| Accumulated depreciation and<br>impairment losses             | 累積折舊及<br>減值虧損                 | (26,210)                           | (68)                 | (2,098)               | (1,170)             | (117)               | -                        | (7,096)                  | -                     | (36,759)  |
| Net book value at 1 January 2016,<br>as previously reported   | 於二零一六年一月一日<br>之賬面淨值 (如前呈報)    | 89,617                             | 38                   | 24                    | 1,297               | 86                  | -                        | 5,230                    | 662                   | 96,954    |
| Acquisition of the Acquired Group (Note 2(c))                 | 收購已收購集團 (附註 2 (c))            | -                                  | -                    | -                     | 209                 | 184                 | 1,197                    | -                        | -                     | 1,590     |
| Net book value at 1 January 2016,<br>as restated              | 於二零一六年一月一日<br>之賬面淨值 (經重列)     | 89,617                             | 38                   | 24                    | 1,506               | 270                 | 1,197                    | 5,230                    | 662                   | 98,544    |
| Opening net book value  | 年初賬面淨值                        | 89,617                             | 38                   | 24                    | 1,506               | 270                 | 1,197                    | 5,230                    | 662                   | 98,544    |
| Additions   | 添置                            | -                                  | -                    | -                     | 77                  | -                   | -                        | 483                      | 1,295                 | 1,855     |
| Depreciation  | 折舊                            | (923)                              | (3)                  | (12)                  | (299)               | (59)                | (244)                    | (347)                    | -                     | (1,887)   |
| Revaluation upon transfer to<br>investment properties         | 轉撥至投資物業時<br>之重估               | 307,948                            | -                    | -                     | -                   | -                   | -                        | -                        | -                     | 307,948   |
| Transfer to investment properties                             | 轉撥至投資物業                       | (396,642)                          | (35)                 | -                     | -                   | -                   | -                        | (7,323)                  | -                     | (404,000) |
| Reclassification  | 重新分類                          | -                                  | -                    | -                     | -                   | -                   | -                        | 1,957                    | (1,957)               | -         |
| Closing net book value  | 年末賬面淨值                        | -                                  | -                    | 12                    | 1,284               | 211                 | 953                      | -                        | -                     | 2,460     |
| At 31 December 2016,<br>as previously reported                | 於二零一六年十二月三十一日<br>(如前呈報)       |                                    |                      |                       |                     |                     |                          |                          |                       |           |
| Cost  | 成本                            | -                                  | -                    | 2,122                 | 2,467               | 203                 | -                        | -                        | -                     | 4,792     |
| Accumulated depreciation and<br>impairment losses             | 累積折舊及<br>減值虧損                 | -                                  | -                    | (2,110)               | (1,417)             | (137)               | -                        | -                        | -                     | (3,664)   |
| Net book value at 31 December 2016,<br>as previously reported | 於二零一六年十二月三十一日<br>之賬面淨值 (如前呈報) | -                                  | -                    | 12                    | 1,050               | 66                  | -                        | -                        | -                     | 1,128     |
| Acquisition of the Acquired Group (Note 2(c))                 | 收購已收購集團 (附註 2 (c))            | -                                  | -                    | -                     | 234                 | 145                 | 953                      | -                        | -                     | 1,332     |
| Net book value at 31 December 2016,<br>as restated            | 於二零一六年十二月三十一日<br>之賬面淨值 (經重列)  | -                                  | -                    | 12                    | 1,284               | 211                 | 953                      | -                        | -                     | 2,460     |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 5. Property, plant and equipment (Continued)

### 5. 物業、機器及設備（續）

|   |                           | Computer<br>Equipment<br>電腦設備<br>HK\$'000<br>港幣千元 | Office<br>Equipment<br>辦公室設備<br>HK\$'000<br>港幣千元 | Office<br>Furniture<br>辦公室傢俱<br>HK\$'000<br>港幣千元 | Leasehold<br>Improvement<br>租賃物業<br>改善工程<br>HK\$'000<br>港幣千元 | Total<br>總計<br>HK\$'000<br>港幣千元 |
|---|---------------------------|---|--|--|--|---------------------------------|
| At 1 January 2017, as previously reported                   | 於二零一七年一月一日（如前呈報）          |   |  |  |  |                                 |
| Cost  | 成本                        | 2,122   | 2,467  | 203  | -  | 4,792                           |
| Accumulated depreciation and impairment losses              | 累積折舊及減值虧損                 | (2,110)   | (1,417)  | (137)  | -  | (3,664)                         |
| Net book value at 1 January 2017,<br>as previously reported | 於二零一七年一月一日之賬面淨值<br>（如前呈報） | 12  | 1,050  | 66   | -  | 1,128                           |
| Acquisition of the Acquired Group (Note 2(c))               | 收購已收購集團（附註2(c)）           | -   | 234  | 145  | 953  | 1,332                           |
| Net book value at 1 January 2017,<br>as restated            | 於二零一七年一月一日之賬面淨值<br>（經重列）  | 12  | 1,284  | 211  | 953  | 2,460                           |
| Opening net book value, as restated                         | 年初賬面淨值（經重列）               | 12  | 1,284  | 211  | 953  | 2,460                           |
| Additions   | 添置                        | -   | 391  | 610  | 3,504  | 4,505                           |
| Depreciation  | 折舊                        | (12)  | (340)  | (105)  | (1,199)  | (1,656)                         |
| Closing net book value                                      | 年末賬面淨值                    | -   | 1,335  | 716  | 3,258  | 5,309                           |
| At 31 December 2017   | 於二零一七年十二月三十一日             |   |  |  |  |                                 |
| Cost  | 成本                        | 2,122   | 3,182  | 1,009  | 4,721  | 11,034                          |
| Accumulated depreciation and impairment losses              | 累積折舊及減值虧損                 | (2,122)   | (1,847)  | (293)  | (1,463)  | (5,725)                         |
| Net book value at 31 December 2017                          | 於二零一七年十二月三十一日之<br>賬面淨值    | -   | 1,335  | 716  | 3,258  | 5,309                           |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 6. Investment properties

### 6. 投資物業

|   |             | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|---|-------------|-----------------------------------|-----------------------------------|
| At 1 January                                | 於一月一日       | 1,560,500                         | 1,923,400                         |
| Transfer from property, plant and equipment | 轉撥自物業、機器及設備 | -                                 | 404,000                           |
| Fair value gain                             | 公平值收益       | 221,000                           | 118,100                           |
| Disposal of a subsidiary                    | 出售一家附屬公司    | -                                 | (885,000)                         |
| At 31 December                              | 於十二月三十一日    | 1,781,500                         | 1,560,500                         |

For the year ended 31 December 2017, direct operating expenses of HK\$12,458,000 (2016: HK\$13,797,000) arising from investment properties that generated rental income and no direct operating expense arising from investment properties that did not generate rental income (2016: HK\$3,794,000), were charged to the consolidated statement of comprehensive income.

截至二零一七年十二月三十一日止年度，綜合全面收益表已扣除由產生租金收入之投資物業引致之直接經營開支12,458,000港元（二零一六年：13,797,000港元），及由不產生租金收入之投資物業概無引致直接經營開支（二零一六年：3,794,000港元）。

Armada Property Investment Limited (now known as "Great Wall Pan Asia Property Investment Limited 長城環亞置業投資有限公司"), a wholly-owned subsidiary of the Group, had entered into an agreement for the sale of the entire issued share capital of Coastline International Limited, which was the then wholly-owned subsidiary of the Group and held the vacant property at Clear Water Bay, to Paulton Global Limited, an independent third party on 2 September 2016 for cash consideration of HK\$990 million. The transaction had been completed on 28 September 2016.

本集團全資附屬公司Armada Property Investment Limited（現稱為「Great Wall Pan Asia Property Investment Limited 長城環亞置業投資有限公司」）已於二零一六年九月二日與獨立第三方Paulton Global Limited訂立協議以出售於Coastline International Limited的全部已發行股本，現金代價為990百萬港元。Coastline International Limited當時為本集團的全資附屬公司，並於清水灣道持有空置物業。該項交易已於二零一六年九月二十八日完成。

As at 31 December 2017, the Group's total future minimum rental receivables under non-cancelable operating leases for its investment properties are as follows:

於二零一七年十二月三十一日，本集團根據其投資物業之不可撤銷經營租賃之未來最低租賃應收款項總額如下：

|   |            | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|---|------------|-----------------------------------|-----------------------------------|
| Not later than one year                           | 不超過一年      | 40,237                            | 46,129                            |
| Later than one year but not later than five years | 超過一年但不超過五年 | 13,501                            | 40,613                            |
|   |            | 53,738                            | 86,742                            |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 6. Investment properties (Continued)

Particulars of investment properties held by the Group as at 31 December 2017 and 2016:

### 6. 投資物業（續）

於二零一七年及二零一六年十二月三十一日本集團所持投資物業詳情：

| Property<br>物業   | Type<br>類別                                | Lease term<br>租期 |
|--|---|------------------|
| (i) 20th and 21st Floors and Car Parking Spaces Nos. 21, 22 and 23 on 4th Floor, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong<br>香港中環夏慤道12號美國銀行中心20及21樓及4樓之21、22及23號泊車位   | Offices and car parking spaces<br>辦公室及泊車位 | Long<br>長期       |
| (ii) Ground and 1st Floors, Block B, Ko Fai Industrial Building, 7 Ko Fai Road, Yau Tong, Kowloon, Hong Kong<br>香港九龍油塘高輝道7號高輝工業大廈B座地下及1樓   | Workshop unit<br>工場單位                     | Medium<br>中期     |
| (iii) The lobby on G/F and the front (or southern) portions of the 1st, 2nd and 3rd Floors including the staircase therein leading up to the 3rd Floor and the lift therein serving the 1st, 2nd and 3rd Floors only and portion of the canopy on the 1st Floor level, Yue King Building, 26, 26A, 27, 28, 29 & 30 Canal Road West, 1-7 Leighton Road and 41-47 Morrison Hill Road, Wanchai, Hong Kong<br>香港灣仔堅拿道西26、26A、27、28、29及30號、禮頓道1至7號及摩理臣山道41至47號愉景樓地下大堂及1、2及3樓之前部（或南部）（包括通向3樓的樓梯及服務1、2及3樓之升降機），以及1樓部份上蓋 | Office and retail shop<br>辦公室及零售店         | Medium<br>中期     |
| (iv) 8th Floor of Block C, Sea View Estate, 8 Watson Road, North Point, Hong Kong<br>香港北角屈臣道8號海景大廈C座8樓   | Industrial building<br>工業大廈               | Medium<br>中期     |

Investment properties comprise:

投資物業包括：

|   |                   | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|---|-------------------|-----------------------------------|-----------------------------------|
| Long term leasehold (not less than 50 years)                          | 長期租約（不少於五十年）      | 999,000                           | 867,000                           |
| Medium term leasehold (less than 50 years but not less than 10 years) | 中期租約（少於五十年但不少於十年） | 782,500                           | 693,500                           |
|   |                   | <b>1,781,500</b>                  | 1,560,500                         |



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 6. Investment properties (Continued)

#### Fair value measurements using significant unobservable inputs

### 6. 投資物業（續）

使用重大不可觀察輸入數值的公平值計算法

|   |               | Office<br>Buildings<br>and<br>retail shop<br>辦公大樓<br>及零售店<br>HK\$'000<br>港幣千元 | Industrial<br>and other<br>properties<br>工業及<br>其他物業<br>HK\$'000<br>港幣千元 | Total<br>總計<br>HK\$'000<br>港幣千元 |
|---|---------------|---|--|---------------------------------|
| At 1 January 2016                           | 於二零一六年一月一日    | 789,400   | 1,134,000  | 1,923,400                       |
| Transfer from property, plant and equipment | 轉撥自物業、機器及設備   | 404,000   | -  | 404,000                         |
| Disposal of a subsidiary                    | 出售一家附屬公司      | -   | (885,000)  | (885,000)                       |
| Fair value gain – unrealised                | 公平值收益 – 未實現   | 108,600   | 9,500  | 118,100                         |
| At 31 December 2016                         | 於二零一六年十二月三十一日 | 1,302,000   | 258,500  | 1,560,500                       |
| At 1 January 2017                           | 於二零一七年一月一日    | <b>1,302,000</b>  | <b>258,500</b>   | <b>1,560,500</b>                |
| Fair value gain – unrealised                | 公平值收益 – 未實現   | <b>177,000</b>  | <b>44,000</b>  | <b>221,000</b>                  |
| At 31 December 2017                         | 於二零一七年十二月三十一日 | <b>1,479,000</b>  | <b>302,800</b>   | <b>1,781,500</b>                |

#### Valuation processes of the Group

The Group's investment properties were revalued at 31 December 2017 and 2016 by independent professionally qualified valuers, Cushman & Wakefield Limited, who hold a recognised relevant professional qualification and have recent experience in the locations and segments of the investment properties valued. For all investment properties, their current valuations are based on the highest and best use. The Group's finance department includes a team that review the valuations performed by the independent valuers for financial reporting purposes. The revaluation gains or losses are shown as "Fair value gain or loss on investment properties" in the income statement.

At each financial year end the finance department:

- verifies all major inputs to the independent valuation report;
- assesses property valuation movements when compared to the prior year valuation report;
- holds discussions with the independent valuer.

#### 本集團的估值流程

本集團的投資物業已於二零一七年及二零一六年十二月三十一日由合資格獨立專業估值師戴德梁行有限公司進行重估，該公司持有相關認可專業資格，對進行估值的投資物業的所在位置及所屬類別有近期估值經驗。目前所有投資物業之估值乃基於最高及最佳用途作出。本集團的財務部門有一個團隊審閱由獨立估值師就財務報告編製的估值報告。重估收益或虧損均於收益表列為「投資物業之公平值收益或虧損」。

於各個財政年度末，財務部門：

- 核實獨立估值報告的所有主要輸入數值；
- 評估物業估值較上一年度估值報告的變動；
- 與獨立估值師召開討論會。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 6. Investment properties (Continued)

#### Valuation techniques

Fair values of the office buildings, retail shop and industrial properties are derived using the income capitalisation approach. The income capitalisation approach is based on the capitalisation of the net income and reversionary income potential by adopting appropriate capitalisation rates, which are derived from actual location, size and quality of the properties and taking into account market data at the valuation date. The prevailing market rents adopted in the valuation have reference to the actual location, type and quality of the properties and supported by the terms of any existing lease, other contracts or external evidence such as current market rents for similar properties.

There were no changes to the valuation techniques during the year.

#### Significant inputs used to determine fair value

Capitalisation rates are estimated by management, after consultation with valuers based on the risk profile of the properties being valued. The higher the rates, the lower the fair value. At 31 December 2017, capitalisation rates of 2.75% to 4% (2016: 2.75% to 4.25%) are used in the income capitalisation approach for the retail shop, office buildings and industrial properties.

Rental rates are estimated based on recent lettings of HK\$110 psf (2016: HK\$100 psf), HK\$36 psf to HK\$92.8 psf (2016: HK\$32 psf to HK\$80 psf) and HK\$12.5 psf to HK\$26.5 psf (2016: HK\$11 psf to HK\$23 psf) for the retail shop, office buildings and industrial properties respectively. The lower the rents, the lower the fair value.

### 6. 投資物業（續）

#### 估值方法

辦公大樓、零售店及工業物業的公平值使用收益資本化法推算。收益資本化法乃基於採用適當之資本化比率將收入淨額及潛在復歸收入予以資本化而得出，而資本化比率乃根據物業的實際位置、規模及質量並考慮估值日之市場數據計算。於估值中採納的當前市場租金已根據物業的實際位置、類型及質量釐定，並用任何現有租約條款、其他合約或外在證據如類似物業的目前市場租金作支持。

於年內，估值方法並無變動。

#### 釐定公平值的主要輸入數值

資本化比率乃由管理層經諮詢估值師後按所估物業的風險情況來估計。比率越高，公平值則越低。於二零一七年十二月三十一日，採用收入資本化方法估值的零售店、辦公大樓及工業物業使用2.75%至4%（二零一六年：2.75%至4.25%）的資本化比率。

租金乃根據零售店、辦公大樓及工業物業近期分別為每平方呎110港元（二零一六年：每平方呎100港元）、每平方呎36港元至每平方呎92.8港元（二零一六年：每平方呎32港元至每平方呎80港元）及每平方呎12.5港元至每平方呎26.5港元（二零一六年：每平方呎11港元至每平方呎23港元）的租金預測。租金越低，公平值也越低。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 7. Interests in subsidiaries

Details of the principal subsidiaries are set out in Note 30 to the financial statements.

### 8. Investment in associates

The amounts due to associates are unsecured and interest-free. Details of the principal associates are set out in Note 30 to the financial statements.

Following the Group's disposal of interests in The Post Publishing Public Company Limited in 2016, the remaining investment in associates that are accounted for using the equity method are, in the opinion of the Directors, individually immaterial to the Group. The aggregate amount of the Group's share of losses of those associates is HK\$404,000 (2016: HK\$1,339,000).

### 7. 於附屬公司之權益

主要附屬公司之詳情載於財務報表附註30。

### 8. 於聯營公司之投資

應付聯營公司之款項為無抵押及免息。主要聯營公司之詳情載於財務報表附註30。

董事認為，本集團於二零一六年出售於The Post Publishing Public Company Limited之權益後，使用權益法計算於聯營公司之剩餘投資個別對本集團而言並不重大。本集團於該等聯營公司應佔之虧損總額為404,000港元（二零一六年：1,339,000港元）。

|  |               | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|--|---------------|-----------------------------------|-----------------------------------|
| Associates                               | 聯營公司          |                                   |                                   |
| Share of net assets other than goodwill: | 應佔淨資產（不包括商譽）： |                                   |                                   |
| Unlisted shares                          | 非上市股份         | 2,607                             | 3,011                             |
| Amounts due to associates                | 應付聯營公司款項      | <b>(1,054)</b>                    | (2,228)                           |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 9. Available-for-sale financial asset

### 9. 可供出售之金融資產

|  |                 | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|--|-----------------|-----------------------------------|-----------------------------------|
| At market value  | 按市值             |                                   |                                   |
| Investment in fund, unlisted in the People's Republic of China | 中華人民共和國非上市基金之投資 | 1,196                             | -                                 |

The above investment has been measured at fair value as at 31 December 2017, by the level 3 in the fair value hierarchy into which the fair value treatment is categorised:

上述投資已於二零一七年十二月三十一日按公平值架構之第3級公平值計量，而公平值據此分類：

|   |                  | Level 1<br>第1級<br>HK\$'000<br>港幣千元 | Level 2<br>第2級<br>HK\$'000<br>港幣千元 | Level 3<br>第3級<br>HK\$'000<br>港幣千元 | Total<br>總計<br>HK\$'000<br>港幣千元 |
|---|------------------|------------------------------------|------------------------------------|------------------------------------|---------------------------------|
| <b>Available-for-sale financial asset</b> | <b>可供出售之金融資產</b> |                                    |                                    |                                    |                                 |
| Investment in fund                        | 基金投資             | -                                  | -                                  | 1,196                              | 1,196                           |

There was no transfer between levels during the years ended 31 December 2017 and 2016.

於截至二零一七年及二零一六年十二月三十一日止年度內概無分級轉換。

#### (i) Valuation of financial instruments with unobservable inputs

#### (i) 包含不可觀察輸入數值的金融工具的估值

The following table shows a reconciliation from the beginning balance to the ending balance for fair value measurement in Level 3 of the fair value hierarchy:

下表列載公平值架構下以第3級公平值計量年初結餘至年末結餘的對賬：

|                 |      | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 |
|-----------------|------|-----------------------------------|
| Opening balance | 年初結餘 | -                                 |
| Acquisition     | 收購   | 1,196                             |
| Closing balance | 年末結餘 | 1,196                             |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 9. Available-for-sale financial asset (Continued)

#### (i) Valuation of financial instruments with unobservable inputs (Continued)

| Investment<br>投資   | Fair value<br>公平值<br>HK\$'000<br>港幣千元 | Valuation<br>Technique<br>估值方法       | Unobservable<br>inputs<br>不可觀察輸入數值 | Rate/Range<br>比例／範圍 |
|--|---------------------------------------|--------------------------------------|------------------------------------|---------------------|
| Available-for-sale financial asset<br>– Investment in fund<br>可供出售之金融資產 – 基金投資 | 1,196                                 | Recent transaction<br>price<br>近期交易價 | N/A<br>不適用                         | N/A<br>不適用          |

The available-for-sale financial asset under level 3 fair value measurement represents the investment in limited partnership and is not traded in the active market. The directors have determined that the recent transaction price represents fair value at the end of the reporting period for the investment in limited partnership as the investment was purchased close to year end and therefore, the purchase cost approximates the fair value as at 31 December 2017.

### 9. 可供出售之金融資產（續）

#### (i) 包含不可觀察輸入數值的金融工具的估值（續）

第3級公平值計量項下的可供出售之金融資產為於有限合夥之投資，且並非於活躍市場交易。董事認為，由於該投資於接近年底購入，故近期交易價為於有限合夥之投資於報告期末的公平值，因此於二零一七年十二月三十一日，購買成本與公平值相若。

### 10. Accounts receivable

The Group allows an average credit period of 1 to 60 days to its customers and an ageing analysis of accounts receivable is as follows:

### 10. 應收款項

本集團給予其客戶的平均信用期限為一日至六十日，應收款項之賬齡分析如下：

|                            |            | 2017<br>二零一七年                     |                        | 2016<br>二零一六年  |                        |
|----------------------------|------------|-----------------------------------|------------------------|--|------------------------|
|                            |            | Balance<br>結餘<br>HK\$'000<br>港幣千元 | Percentage<br>百分比<br>% | Balance<br>結餘<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) | Percentage<br>百分比<br>% |
| Current                    | 即期         | 6,170                             | 68.6%                  | 1,544  | 41.7%                  |
| Less than 30 days past due | 逾期少於三十日    | 553                               | 6.2%                   | 1,006  | 27.1%                  |
| 31 to 60 days past due     | 逾期三十一日至六十日 | 553                               | 6.2%                   | 1,157  | 31.2%                  |
| 61 to 90 days past due     | 逾期六十一日至九十日 | 855                               | 9.5%                   | –  | –                      |
| Over 90 days past due      | 逾期多於九十日    | 855                               | 9.5%                   | –  | –                      |
| Total                      | 總計         | 8,986                             | 100.0%                 | 3,707  | 100.0%                 |

Accounts receivable that are neither past due nor impaired amounted to HK\$6,170,000 (2016 restated: HK\$1,544,000). These balances relate to a wide range of customers for whom there was no recent history of default.

並無逾期或減值之應收款項為6,170,000港元（二零一六年經重列：1,544,000港元）。該等結餘涉及眾多近期無拖欠記錄之客戶。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註（續）

#### 10. Accounts receivable (Continued)

Accounts receivable past due but not impaired represent balances that the Group considered to be fully recoverable based on past experience. A portion of these balances is secured by cash deposit placed by customers or bank guarantees.

As of 31 December 2017, none of the accounts receivable were impaired (2016: Nil). There is no provision as of 31 December 2017 (2016: Nil).

#### 10. 應收款項（續）

已逾期但未出現減值之應收款項指本集團根據以往經驗認為可悉數收回之結餘。該等結餘部份由顧客之現金按金或銀行擔保作為抵押。

截至二零一七年十二月三十一日概無已減值之應收款項（二零一六年：無）。截至二零一七年十二月三十一日並無作出撥備（二零一六年：無）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 11. Prepayments, deposits and other receivables

As at 31 December 2017, the balance included mainly deposits of HK\$1,435,668,000 paid for investment in a joint venture.

On 28 November 2017, GWPA Property I Holding Limited (“GWPA Property”), a wholly-owned subsidiary of the Company, entered into the shareholders agreement (which was amended and restated on 15 February 2018 and 12 April 2018 respectively) with other investors regarding the formation of a joint venture, of which GWPA Property agreed to subscribe for 29.9% of class A ordinary shares of the joint venture. The total contribution agreed to be contributed by GWPA Property (other than the advance as described below) would be up to HK\$3,192,000,000, and as at the date of this annual report, the actual contribution paid to the joint venture by GWPA Property was HK\$3,123,382,161. The joint venture group had contracted to purchase a portfolio of assets comprising 17 diversified commercial properties and shopping centres, plazas and car parks across Hong Kong (the “Portfolio Assets”). Completion of the joint venture investment by GWPA Property took place on 22 February 2018. Completion of the purchase of the Portfolio Assets by the joint venture group took place on 28 February 2018.

Under the said shareholders agreement, GWPA Property also agreed to provide an interest-free advance of not more than HK\$743,000,000 to the joint venture in consideration of the grant of a call option under which GWPA Property is entitled to exercise such option to purchase all the equity interests in the relevant intermediate holding company of the joint venture group holding interests in one of the Portfolio Asset, and as at the date of this annual report, the actual amount of the advance provided to the joint venture by GWPA Property was HK\$725,051,488.

Management considers GWPA Property’s investment in the joint venture as an investment in an associate.

### 11. 預付費用、按金及其他應收款項

於二零一七年十二月三十一日，結餘主要包括就投資合營公司已付按金1,435,668,000港元。

於二零一七年十一月二十八日，GWPA Property I Holding Limited（「GWPA Property」）（本公司之全資附屬公司）就成立合營公司與其他投資者訂立股東協議（已分別於二零一八年二月十五日及二零一八年四月十二日修訂及重訂），據此GWPA Property已同意認購合營公司A類普通股之29.9%。GWPA Property同意注入之注資總額（除下文所述墊款外）最多為3,192,000,000港元，而於本年報日期，GWPA Property實際支付合營公司的注資額為3,123,382,161港元。合營集團已協定收購包括分佈於香港的17項多元化商業物業以及購物中心、商場及停車場的組合資產（「組合資產」）。GWPA Property已於二零一八年二月二十二日完成合營公司投資。合營集團於二零一八年二月二十八日完成收購組合資產。

於上述股東協議項下，GWPA Property亦同意向合營公司提供免息及不多於743,000,000港元之墊款，以作為授出認購選擇權之代價，據此，GWPA Property有權行使有關選擇權向合營集團購買持有組合資產其中一項資產之權益的相關中間控股公司的所有股權，而於本年報日期，GWPA Property實際向合營公司提供的墊款為725,051,488港元。

管理層認為GWPA Property投資合營公司為於一家聯營公司之投資。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註（續）

#### 12. Deferred income tax

Deferred income tax liabilities are calculated in full on temporary differences under the liability method.

#### 12. 遞延所得稅

遞延所得稅負債採用負債法就暫時差異作全數計算。

|                     |       | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|---------------------|-------|-----------------------------------|-----------------------------------|
| Deferred income tax | 遞延所得稅 | 1,814                             | 1,574                             |

The movement on the deferred income tax liabilities account is as follows:

遞延所得稅負債賬之變動如下：

|   |               | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|---|---------------|-----------------------------------|-----------------------------------|
| At 1 January                              | 於一月一日         | 1,574                             | 17,959                            |
| Charged/(credited) to profit for the year | 本年度自盈利扣除／(計入) | 240                               | (6,728)                           |
| Disposal of a subsidiary                  | 出售一家附屬公司      | -                                 | (9,657)                           |
| At 31 December                            | 於十二月三十一日      | 1,814                             | 1,574                             |



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 12. Deferred income tax (Continued)

The movements in deferred income tax liabilities and assets (prior to offsetting of balances within the same taxation jurisdiction) during the year are as follows:

### 12. 遞延所得稅（續）

遞延所得稅負債及資產（未抵銷於同一稅務司法權區之結餘）於年內之變動如下：

| Deferred income tax liabilities           | 遞延所得稅負債           | Accelerated tax depreciation |          | Fair value gains on properties |          | Total    |          |
|---|-------------------|------------------------------|----------|--------------------------------|----------|----------|----------|
|   |                   | 2017                         | 2016     | 2017                           | 2016     | 2017     | 2016     |
|   |                   | 二零一七年                        | 二零一六年    | 二零一七年                          | 二零一六年    | 二零一七年    | 二零一六年    |
|   |                   | HK\$'000                     | HK\$'000 | HK\$'000                       | HK\$'000 | HK\$'000 | HK\$'000 |
|   |                   | 港幣千元                         | 港幣千元     | 港幣千元                           | 港幣千元     | 港幣千元     | 港幣千元     |
| At 1 January                              | 於一月一日             | 1,574                        | 17,898   | -                              | 6,465    | 1,574    | 24,363   |
| Charged/(credited) to profit for the year | 本年度自盈利扣除／<br>(計入) | 240                          | 19       | -                              | (6,465)  | 240      | (6,446)  |
| Disposal of a subsidiary                  | 出售一家附屬公司          | -                            | (16,343) | -                              | -        | -        | (16,343) |
| At 31 December                            | 於十二月三十一日          | 1,814                        | 1,574    | -                              | -        | 1,814    | 1,574    |

| Deferred income tax assets      | 遞延所得稅資產  | Tax losses |          |
|---------------------------------|----------|------------|----------|
|                                 |          | 2017       | 2016     |
|                                 |          | 二零一七年      | 二零一六年    |
|                                 |          | HK\$'000   | HK\$'000 |
|                                 |          | 港幣千元       | 港幣千元     |
| At 1 January                    | 於一月一日    | -          | (6,404)  |
| Credited to profit for the year | 本年度計入盈利  | -          | (282)    |
| Disposal of a subsidiary        | 出售一家附屬公司 | -          | 6,686    |
| At 31 December                  | 於十二月三十一日 | -          | -        |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 12. Deferred income tax (Continued)

Deferred income tax assets are recognised for tax loss carry forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group has unrecognised tax losses of HK\$9,231,000 (2016: HK\$9,080,000) to carry forward against future taxable income and the expiry dates of these tax losses are shown as follows:

|                      |      | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|----------------------|------|-----------------------------------|-----------------------------------|
| After the fifth year | 第五年後 | 9,231                             | 9,080                             |
|                      |      | 9,231                             | 9,080                             |

### 13. Loan from an intermediate holding company

During the year, an intermediate holding company, China Great Wall AMC (International) Holdings Company Limited, has agreed to provide loan facilities up to HK\$4,130,000,000 for financing the Group's investment in a joint venture as described in Note 11. As at 31 December 2017, the Group has drawn down HK\$1,435,668,000.

The loan from an intermediate holding company is denominated in HK\$, interest bearing at Hong Kong Interbank Offered Rate plus 1.9% and is repayable by November 2022. The directors of the Company consider the loan is on normal commercial terms. The carrying value of the loan approximates its fair value.

### 14. Other payables and accrued liabilities

The balance mainly includes rental received in advance from one of the tenants of approximately HK\$810,000 (2016: HK\$810,000), deposits received from tenants of approximately HK\$11,962,000 (2016: HK\$11,379,000) and accrued liabilities of HK\$10,128,000 (2016 restated: HK\$9,581,000).

### 12. 遞延所得稅（續）

僅當與結轉之稅項虧損相關之稅項利益很可能會透過未來應課稅盈利來實現時，遞延所得稅資產方會被確認。本集團可結轉用作與未來應課稅收入抵銷之未確認稅項虧損為9,231,000港元（二零一六年：9,080,000港元）及該等稅項虧損之屆滿日期如下：

### 13. 來自中間控股公司之貸款

如附註11所述，於年內，中國長城資產（國際）控股有限公司（一家中間控股公司）同意提供不超過4,130,000,000港元的貸款融資，以為本集團投資於一家合營公司提供資金。於二零一七年十二月三十一日，本集團已提取1,435,668,000港元。

來自中間控股公司之貸款以港元計值，利率為香港銀行同業拆息利率加1.9%，並須於二零二二年十一月前全數償還。本公司董事認為貸款乃按一般商業條款訂立。貸款之賬面值與其公平值相若。

### 14. 其他應付款項及應計負債

結餘主要包括預收一名租戶租金約810,000港元（二零一六年：810,000港元）、已收租戶按金約11,962,000港元（二零一六年：11,379,000港元）及應計負債10,128,000港元（二零一六年經重列：9,581,000港元）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 15. Share capital

### 15. 股本

|  |                      | 2017<br>二零一七年             |                                  | 2016<br>二零一六年             |                                  |
|--|----------------------|---------------------------|----------------------------------|---------------------------|----------------------------------|
|  |                      | Number of<br>shares<br>股數 | Amount<br>金額<br>HK\$'000<br>港幣千元 | Number of<br>shares<br>股數 | Amount<br>金額<br>HK\$'000<br>港幣千元 |
| Authorised:                                    | 法定：                  |                           |                                  |                           |                                  |
| Ordinary shares of HK\$0.10 each               | 每股面值0.10港元之普通股       | 5,000,000,000             | 500,000                          | 5,000,000,000             | 500,000                          |
| Issued and fully paid:                         | 已發行及繳足：              |                           |                                  |                           |                                  |
| Opening balance                                | 年初結餘                 | 1,567,745,596             | 156,775                          | 1,561,057,596             | 156,106                          |
| Shares issued under share option scheme (Note) | 根據購股權計劃發行之股份<br>(附註) | -                         | -                                | 6,688,000                 | 669                              |
| Ending balance                                 | 年末結餘                 | 1,567,745,596             | 156,775                          | 1,567,745,596             | 156,775                          |

Note:

Pursuant to the employee share option scheme of the Group, 6,688,000 options were exercised during the year ended 31 December 2016, resulting in the equal number of shares being issued with cash proceeds of HK\$9,924,992. Since the media business was sold to Alibaba Investment Limited on 5 April 2016, all remaining share options were lapsed on that day and there were no outstanding options under the scheme as at 31 December 2016 and 2017.

附註：

根據本集團之僱員購股權計劃，於截至二零一六年十二月三十一日止年度6,688,000份購股權獲行使，從而導致相同數目之股份獲發行，現金所得款項為9,924,992港元。由於媒體業務於二零一六年四月五日出售予Alibaba Investment Limited，所有剩餘購股權於當日失效，而於二零一六年及二零一七年十二月三十一日，該計劃下概無尚未行使的購股權。

### 16. Reserves

### 16. 儲備

#### (a) Group

#### (a) 集團

Movements of the Group's reserves for the years ended 31 December 2017 and 2016 are presented in the consolidated statement of changes in equity on page 109.

本集團截至二零一七年及二零一六年十二月三十一日止年度之儲備變動情況載於第109頁之綜合權益變動表內。

The contributed surplus of the Group represents the excess of the nominal value of the shares of subsidiaries acquired over the nominal value of the Company's shares issued in exchange therefor during the Group reorganisation in 1990, less dividend distributions.

本集團之繳入盈餘乃指一九九零年本集團重組時購入附屬公司之股份面值超出本公司所發行之交換股份的面值，減除股息分派之數額。

Capital reserve represented gain on partial disposal of a subsidiary without losing control, and was transferred to retained profits in 2016.

資本儲備代表不導致失去控制權出售附屬公司部份權益之收益，並已於二零一六年轉撥至保留盈利。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 16. Reserves (Continued)

#### (a) Group (Continued)

The Group's other reserves consist of the following components:

### 16. 儲備（續）

#### (a) 集團（續）

本集團其他儲備包括以下組成部份：

|   |                             | Investment<br>revaluation<br>reserve | Asset<br>revaluation<br>reserve | Translation<br>reserve | Employee<br>share-<br>based<br>compensation<br>reserve | Capital<br>reserve | Total      |
|---|-----------------------------|--------------------------------------|---------------------------------|------------------------|--|--------------------|------------|
|   |                             | 投資重估<br>儲備                           | 資產重估<br>儲備                      | 匯兌儲備                   | 股權支付<br>僱員酬金<br>儲備                                     | 資本儲備               | 總計         |
|   |                             | HK\$'000                             | HK\$'000                        | HK\$'000               | HK\$'000   | HK\$'000           | HK\$'000   |
|   |                             | 港幣千元                                 | 港幣千元                            | 港幣千元                   | 港幣千元   | 港幣千元               | 港幣千元       |
|   |                             |                                      |                                 | (Restated)             |  |                    | (Restated) |
|   |                             |                                      |                                 | (經重列)                  |  |                    | (經重列)      |
| Balance as at 1 January 2016  | 於二零一六年一月一日結餘                | 10,364                               | 26,117                          | (5,288)                | 3,892  | 1,547              | 36,632     |
| <b>Other comprehensive income</b>   | <b>其他全面收入</b>               |                                      |                                 |                        |  |                    |            |
| Fair value gain recognised upon the transfer from leasehold land and buildings to investment properties | 自租賃土地及樓宇轉撥至投資物業時確認之公平值收益    | -                                    | 307,948                         | -                      | -  | -                  | 307,948    |
| Available-for-sale financial assets   | 可供出售之金融資產                   |                                      |                                 |                        |  |                    |            |
| - Fair value gain credited to equity  | - 計入權益之公平值收益                | 8,248                                | -                               | -                      | -  | -                  | 8,248      |
| - Fair value gain released upon disposal  | - 出售時解除之公平值收益               | (18,616)                             | -                               | -                      | -  | -                  | (18,616)   |
| Currency translation on consolidation   | 綜合賬目時產生之匯兌差額                | -                                    | -                               | (1,230)                | -  | -                  | (1,230)    |
| Currency translation differences release upon disposal of interests in subsidiary                       | 出售於附屬公司之權益時解除之匯兌差額          | -                                    | -                               | (4,341)                | -  | -                  | (4,341)    |
| Investment revaluation released upon disposal of interest in subsidiaries                               | 出售於附屬公司之權益時解除之投資重估          | 4                                    | -                               | -                      | -  | -                  | 4          |
| Currency translation difference released upon disposal of assets held for sale                          | 出售持作待售資產時解除之匯兌差額            | -                                    | -                               | 10,170                 | -  | -                  | 10,170     |
| Total comprehensive income  | 全面收入總額                      | (10,364)                             | 307,948                         | 4,599                  | -  | -                  | 302,183    |
| Employee share-based compensation benefits  | 以股權支付之僱員酬金福利                | -                                    | -                               | -                      | 2  | -                  | 2          |
| Transfer  | 轉撥                          | -                                    | -                               | -                      | (3,894)  | (1,547)            | (5,441)    |
| <b>Balance as at 31 December 2016, as restated</b>  | <b>於二零一六年十二月三十一日結餘（經重列）</b> | -                                    | 334,065                         | (689)                  | -  | -                  | 333,376    |
| Balance at 31 December 2016 as previously reported  | 於二零一六年十二月三十一日結餘（如前呈報）       | -                                    | 334,065                         | 389                    | -  | -                  | 334,454    |
| Acquisition of the Acquired Group (Note 2(c))   | 收購已收購集團（附註2(c)）             | -                                    | -                               | (1,078)                | -  | -                  | (1,078)    |
| Balance as at 31 December 2016, as restated   | 於二零一六年十二月三十一日結餘（經重列）        | -                                    | 334,065                         | (689)                  | -  | -                  | 333,376    |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 16. Reserves (Continued)

#### (a) Group (Continued)

### 16. 儲備（續）

#### (a) 集團（續）

|   |                        | Asset<br>revaluation<br>reserve<br>資產重估<br>儲備<br>HK\$'000<br>港幣千元 | Translation<br>reserve<br>匯兌儲備<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) | Total<br>總計<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
|---|------------------------|---|---|--|
| Balance as at 1 January 2017,<br>as previously reported | 於二零一七年一月一日結餘<br>(如前呈報) | 334,065   | 389   | 334,454  |
| Acquisition of the Acquired Group                       | 收購已收購集團                | -   | (1,078)   | (1,078)  |
| Balance as at 1 January 2017 as restated                | 於二零一七年一月一日結餘<br>(經重列)  | 334,065   | (689)   | 333,376  |
| <b>Other comprehensive income</b>                       | <b>其他全面收入</b>          |   |   |  |
| Currency translation difference on<br>consolidation     | 綜合賬目時產生之匯兌差額           | -   | 1,563   | 1,563  |
| Total comprehensive income                              | 全面收入總額                 | -   | 1,563   | 1,563  |
| <b>Balance as at 31 December 2017</b>                   | 於二零一七年十二月三十一日<br>結餘    | <b>334,065</b>  | <b>874</b>  | <b>334,939</b>   |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 16. Reserves (Continued)

#### (b) Company

### 16. 儲備（續）

#### (b) 公司

|   |                          | Share<br>premium<br>股份溢價<br>HK\$'000<br>港幣千元 | Contributed<br>surplus<br>繳入盈餘<br>HK\$'000<br>港幣千元 | Employee<br>share-based<br>compensation<br>reserve<br>股權支付<br>僱員酬金<br>儲備<br>HK\$'000<br>港幣千元 | Retained<br>profits/<br>accumulated<br>losses)<br>保留盈利/<br>(累積虧損)<br>HK\$'000<br>港幣千元 | Total<br>總計<br>HK\$'000<br>港幣千元 |
|---|--------------------------|--|--|--|---|---------------------------------|
| At 1 January 2016   | 於二零一六年一月一日               | 41,126                                       | 1,081,112  | 3,892  | (15,890)  | 1,110,240                       |
| Profit for the year   | 本年度盈利                    | -  | -  | -  | 3,217,458   | 3,217,458                       |
| Share issued under share option scheme                                | 根據購股權計劃發行之股份             | 9,256  | -  | -  | -   | 9,256                           |
| Transfer  | 轉撥                       | -  | -  | (3,894)  | 3,894   | -                               |
| Employee share-based compensation benefits                            | 以股權支付之僱員酬金福利             | -  | -  | 2  | -   | 2                               |
| 2015 final dividend and special cash dividends distribution (Note 21) | 二零一五年末期股息及特別現金股息分派（附註21） | -  | (492,393)  | -  | (3,201,571)   | (3,693,964)                     |
| At 31 December 2016   | 於二零一六年十二月三十一日            | 50,382                                       | 588,719  | -  | 3,891   | 642,992                         |
| At 1 January 2017   | 於二零一七年一月一日               | <b>50,382</b>                                | <b>588,719</b>                                     | -  | <b>3,891</b>  | <b>642,992</b>                  |
| Loss for the year   | 本年度虧損                    | -  | -  | -  | (31,555)  | (31,555)                        |
| At 31 December 2017   | 於二零一七年十二月三十一日            | <b>50,382</b>                                | <b>588,719</b>                                     | -  | <b>(27,664)</b>   | <b>611,437</b>                  |

Loss for the year of the Company mainly comes from legal and professional fees of HK\$7,420,000 (2016: HK\$21,533,000), rental expense of HK\$7,942,000 (2016: nil), staff costs of HK\$4,414,000 (2016: HK\$1,107,000) and impairment loss of investment in associate of HK\$4,006,000 (2016: nil). Profit for 2016 mainly resulted from the dividend income from subsidiaries of HK\$2,352,257,000 and profit from disposal of subsidiaries HK\$887,579,000.

The contributed surplus of the Company arose as a result of the Group reorganisation in 1990 and represents the difference between the nominal value of the Company's shares so allotted and the consolidated net asset value of the acquired subsidiaries and associate less dividends distribution. Under Bermudan law, the contributed surplus is distributable to shareholders under certain circumstances.

In addition, the Company's share premium of HK\$50,382,000 (2016: HK\$50,382,000) can be distributed as fully paid-up bonus shares or applied towards eliminating the accumulated losses of the Company.

本公司本年度虧損主要來自法律及專業費用7,420,000港元（二零一六年：21,533,000港元）、租金開支7,942,000港元（二零一六年：無）、員工成本4,414,000港元（二零一六年：1,107,000港元）及於聯營公司之投資之減值虧損4,006,000港元（二零一六年：無）。二零一六年盈利主要來自於附屬公司的股息收入2,352,257,000港元及出售附屬公司的盈利887,579,000港元。

本公司之繳入盈餘乃因一九九零年本集團重組所產生，指本公司配發之股份面值與所收購之附屬公司及聯營公司之合併淨資產之差額減除股息分派後之差額。根據百慕達法例，繳入盈餘可於若干情況下分派予股東。

此外，本公司之股份溢價50,382,000港元（二零一六年：50,382,000港元）可作悉數繳足紅股分派，或用於抵銷本公司之累積虧損。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 17. Staff costs

### 17. 員工成本

|   |                                  | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
|---|----------------------------------|-----------------------------------|--|
| <b>Staff costs of continuing operations<br/>(including directors' remuneration)</b>   | <b>持續經營業務之員工成本<br/>(包括董事酬金)</b>  |                                   |  |
| Wages, salaries and bonuses   | 工資、薪金及花紅                         | <b>36,641</b>                     | 14,800   |
| Directors' fee  | 董事袍金                             | <b>840</b>                        | 890  |
|   |                                  | <b>37,481</b>                     | 15,690   |
|   |                                  |                                   | 2016<br>二零一六年<br>HK\$'000<br>港幣千元                        |
| <b>Staff costs of discontinued operations<br/>(including directors' remuneration)</b> | <b>已終止經營業務之員工成本<br/>(包括董事酬金)</b> |                                   |  |
|   |                                  | Note<br>附註                        |  |
| Wages, salaries and bonuses   | 工資、薪金及花紅                         |                                   | 130,294  |
| Employee share-based compensation benefits  | 以股權支付之僱員酬金福利                     | 32                                | 2  |
| Unutilised leave pay  | 未動用之有薪假期                         |                                   | 470  |
| Pension costs – defined contribution plans  | 退休金成本 – 定額供款計劃                   |                                   | 4,987  |
| Less: Forfeited contributions   | 減：已沒收供款                          |                                   | –  |
| Net pension costs – defined contribution plans  | 淨退休金成本 – 定額供款計劃                  |                                   | 4,987  |
| Pension expense – defined benefit plan  | 退休金支出 – 界定利益計劃                   |                                   | 1,978  |
|   |                                  |                                   | 137,731  |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 17. Staff costs (Continued)

#### (a) Five highest paid individuals

Details of the remuneration of the five highest paid individuals during the year are set out below:

|   |             | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|---|-------------|-----------------------------------|-----------------------------------|
| Salaries, allowances and benefits in kind | 薪金、津貼及非現金利益 | 10,050                            | 4,370                             |
| Retirement scheme contributions           | 退休計劃供款      | 68                                | 60                                |
| Bonuses paid and payable                  | 已付及應付花紅     | -                                 | 45                                |
|   |             | <b>10,118</b>                     | 4,475                             |

The remuneration of the five (2016: four) highest paid individuals fell within the following bands:

|                               |                           | 2017<br>二零一七年 | 2016<br>二零一六年 |
|-------------------------------|---------------------------|---------------|---------------|
| HK\$900,001 – HK\$950,000     | 900,001港元 – 950,000港元     | -             | 1             |
| HK\$950,001 – HK\$1,000,000   | 950,001港元 – 1,000,000港元   | -             | 1             |
| HK\$1,000,001 – HK\$1,500,000 | 1,000,001港元 – 1,500,000港元 | 1             | 2             |
| HK\$1,500,001 – HK\$2,000,000 | 1,500,001港元 – 2,000,000港元 | 2             | -             |
| HK\$2,000,001 – HK\$2,500,000 | 2,000,001港元 – 2,500,000港元 | 1             | -             |
| HK\$2,500,001 – HK\$3,000,000 | 2,500,001港元 – 3,000,000港元 | 1             | -             |
|                               |                           | <b>5</b>      | 4             |

### 17. 員工成本（續）

#### (a) 五位最高薪酬人士

年內，五位最高薪酬人士之酬金詳情如下：

五位（二零一六年：四位）最高薪酬人士之酬金介乎下列範圍：



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 17. Staff costs (Continued)

#### (a) Five highest paid individuals (Continued)

The success of the Company hinges on the performance and commitment of our employees. As the Company continues to grow, the Company's compensation philosophy is designed to provide employees with the opportunity to excel and grow, while aligning with our business strategies and values. The Group's remuneration policy aims to recognize outstanding performance, retain and attract key talents and ensure alignment with the interests of our businesses, and thereby enhancing shareholder value.

The Company has a share option scheme which was designed to motivate the eligible persons, whose contributions are beneficial to the performance, growth and success of the Group, to optimize their future contributions to the Group and rewarded them for their past contributions and enabled the Group to attract and retained individuals with experience and ability. The Remuneration Committee approved the granting of share options and reported such grants to the Board of Directors. The grant was made based on individual's performance and contributions. Since the media business was sold to Alibaba Investment Limited on 5 April 2016, all remaining share options were lapsed on that day and there are no outstanding options under the scheme as at 31 December 2017 and 2016.

### 17. 員工成本（續）

#### (a) 五位最高薪酬人士（續）

本公司之成功與員工之表現及承擔息息相關。因應本公司業務繼續擴展，本公司之薪酬待遇理念乃為僱員提供發揮所長及發展的機會，且與集團的業務策略及價值相輔相成。本集團之薪酬政策旨在肯定員工之優秀表現、挽留及吸納重要人才並確保與本公司業務利益一致，從而提升股東價值。

本公司設有購股權計劃，旨在鼓勵其貢獻確屬或將會有利於本集團之業績、增長及成功之合資格人士，於日後充分發揮彼等對本集團之貢獻及嘉獎彼等過往之貢獻，亦有助本集團吸納及挽留具經驗及能力之人才。薪酬委員會批准授出購股權，並向董事會匯報授出情況。本公司根據個別員工之表現及貢獻授予購股權。由於媒體業務於二零一六年四月五日出售予Alibaba Investment Limited，所有剩餘購股權於當日失效，而於二零一七年及二零一六年十二月三十一日，該計劃下概無尚未行使的購股權。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註 (續)

### 17. Staff costs (Continued)

### 17. 員工成本 (續)

#### (b) Directors' and Chief Executive Officer's remuneration

#### (b) 董事及行政總裁酬金

The remuneration of every director and the chief executive is set out below:

各董事及行政總裁之酬金詳情如下：

For the year ended 31 December 2017:

截至二零一七年十二月三十一日止年度：

|   |    | Emoluments paid or receivable in respect of a person's services as a director,<br>whether of the company or its subsidiary undertaking:<br>就擔任董事 (無論為本公司或其附屬企業事務) 獲支付或應收之酬金 |                                  |  |  |   |   |   | Emoluments<br>paid or<br>receivable<br>in respect<br>of director's<br>other services<br>in connection<br>with the<br>Remuneration<br>paid or<br>management<br>of the affairs<br>of the<br>company or<br>its subsidiary<br>undertaking<br>就董事管理本<br>公司或其附屬<br>企業事務的其<br>他服務獲支付<br>或應收酬金 |   | Total<br>總計                     |
|---|----|---|----------------------------------|--|--|---|---|---|--|---|---------------------------------|
| Name  | 姓名 | Fees<br>袍金<br>HK\$'000<br>港幣千元  | Salary<br>薪金<br>HK\$'000<br>港幣千元 | Discretionary<br>bonuses<br>酌情花紅<br>HK\$'000<br>港幣千元 | Housing<br>allowance<br>住房津貼<br>HK\$'000<br>港幣千元 | Estimated<br>money value<br>of other<br>benefits<br>其他福利<br>的估計<br>貨幣價值<br>HK\$'000<br>港幣千元 | Employer's<br>contribution<br>to a<br>retirement<br>benefit<br>scheme<br>僱主對<br>退休福利<br>計劃的供款<br>HK\$'000<br>港幣千元 | Employer's<br>contribution<br>to a<br>retirement<br>benefit<br>scheme<br>僱主對<br>退休福利<br>計劃的供款<br>HK\$'000<br>港幣千元 | Employer's<br>contribution<br>to a<br>retirement<br>benefit<br>scheme<br>僱主對<br>退休福利<br>計劃的供款<br>HK\$'000<br>港幣千元  | Employer's<br>contribution<br>to a<br>retirement<br>benefit<br>scheme<br>僱主對<br>退休福利<br>計劃的供款<br>HK\$'000<br>港幣千元 | Total<br>總計<br>HK\$'000<br>港幣千元 |
| <b>Non-Executive Directors</b>                      |    |   |                                  |  |  |   |   |   |  |   |                                 |
| Huang Hu  |    | -   | -                                | -  | -  | -   | -   | -   | -  | -   |                                 |
| Lv Jia  |    | -   | -                                | -  | -  | -   | -   | -   | -  | -   |                                 |
| <b>Independent Non-executive<br/>Directors</b>      |    |   |                                  |  |  |   |   |   |  |   |                                 |
| Song Ming   |    | -   | 180                              | -  | -  | -   | -   | -   | -  | 180   |                                 |
| Sun Mingchun  |    | -   | 180                              | -  | -  | -   | -   | -   | -  | 180   |                                 |
| Woo Chin Wan  |    | -   | 180                              | -  | -  | -   | -   | -   | -  | 180   |                                 |
| <b>Executive Directors</b>                          |    |   |                                  |  |  |   |   |   |  |   |                                 |
| Ou Peng<br>(appointed as CEO<br>on 9 November 2016) |    | -   | 150                              | -  | -  | -   | 8   | -   | -  | 158   |                                 |
| Meng Xuefeng  |    | -   | 150                              | -  | -  | -   | 8   | -   | -  | 158   |                                 |
|   |    | -   | 840                              | -  | -  | -   | 16  | -   | -  | 856   |                                 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 17. Staff costs (Continued)

### 17. 員工成本（續）

#### (b) Directors' and Chief Executive Officer's remuneration (Continued)

#### (b) 董事及行政總裁酬金（續）

For the year ended 31 December 2016:

截至二零一六年十二月三十一日止年度：

Emoluments paid or receivable in respect of a person's services as a director,  
whether of the company or its subsidiary undertaking;  
就擔任董事（無論為本公司或其附屬企業事務）獲支付或應收之酬金

| Name   | 姓名  | Notes<br>附註                  | Employer's contribution to a retirement benefit scheme of other benefits |              |                                  |                              |   |  |   |   | Total<br>總計 |
|--|-----|------------------------------|--|--------------|----------------------------------|------------------------------|---|--|---|---|-------------|
|  |     |                              | Fees<br>袍金   | Salary<br>薪金 | Discretionary<br>bonuses<br>酌情花紅 | Housing<br>allowance<br>住房津貼 | Estimated<br>money value<br>of other<br>benefits<br>其他福利<br>的估計<br>貨幣價值 | Retirement<br>benefit<br>scheme<br>退休福利<br>計劃的供款 | Employer's<br>contribution<br>to a<br>retirement<br>benefit<br>scheme<br>僱主對<br>為董事獲<br>支付或<br>應收酬金 | Emoluments<br>paid or<br>receivable<br>in respect<br>of director's<br>other services<br>in connection<br>with the<br>management<br>of the affairs<br>of the<br>company or<br>its subsidiary<br>undertaking<br>就董事管理本<br>公司或其附屬<br>企業事務的其<br>他服務獲支付<br>或應收酬金 |             |
| <b>Non-Executive Directors 非執行董事</b>               |     |                              |  |              |                                  |                              |   |  |   |   |             |
| Huang Hu   | 黃虎  | (ii)(2)                      | -  | -            | -                                | -                            | -   | -  | -   | -   | -           |
| Lv Jia   | 呂佳  | (ii)(2)                      | -  | -            | -                                | -                            | -   | -  | -   | -   | -           |
| David J. Pang                                      | 彭定中 | (iii)(3)                     | 190  | -            | -                                | -                            | -   | -  | -   | -   | 190         |
| Tse Kai Chi  | 謝啟之 | (i)(7), (iii)(3)             | -  | -            | -                                | -                            | -   | -  | -   | -   | -           |
| Khoo Kay Peng                                      | 邱繼炳 | (i)(1)                       | 43   | -            | -                                | -                            | -   | -  | -   | -   | 43          |
| Tong Shao Ming                                     | 唐紹明 | (i)(5), (ii)(4),<br>(iii)(1) | 76   | -            | -                                | -                            | -   | -  | -   | -   | 76          |
| Chak Chung Luen Albert                             | 翟中聯 | (i)(6), (ii)(4),<br>(iii)(1) | 495  | -            | -                                | -                            | -   | -  | -   | -   | 495         |
| <b>Independent Non-executive Directors 獨立非執行董事</b> |     |                              |  |              |                                  |                              |   |  |   |   |             |
| Song Ming  | 宋敏  | (ii)(3)                      | 30   | -            | -                                | -                            | -   | -  | -   | -   | 30          |
| Sun Mingchun                                       | 孫明春 | (ii)(3)                      | 30   | -            | -                                | -                            | -   | -  | -   | -   | 30          |
| Woo Chin Wan                                       | 胡展雲 | (ii)(3)                      | 30   | -            | -                                | -                            | -   | -  | -   | -   | 30          |
| Fred Hu Zu Liu                                     | 胡祖六 | (i)(2)                       | 86   | -            | -                                | -                            | -   | -  | -   | -   | 86          |
| David Li Kwok Po                                   | 李國寶 | (i)(3)                       | 108  | -            | -                                | -                            | -   | -  | -   | -   | 108         |
| Wong Kai Man                                       | 黃啟民 | (iii)(2)                     | 210  | -            | -                                | -                            | -   | -  | -   | -   | 210         |
| Chua Phuay Hee                                     | 蔡培熙 | (i)(8), (iii)(2)             | 81   | -            | -                                | -                            | -   | -  | -   | -   | 81          |
| Yeung Hin Chung John                               | 楊顯中 | (i)(9), (iii)(2)             | 81   | -            | -                                | -                            | -   | -  | -   | -   | 81          |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 17. Staff costs (Continued)

### 17. 員工成本（續）

#### (b) Directors' and Chief Executive Officer's remuneration (Continued)

#### (b) 董事及行政總裁酬金（續）

For the year ended 31 December 2016: (Continued)

截至二零一六年十二月三十一日止年度：  
（續）

Emoluments paid or receivable in respect of a person's services as a director,  
whether of the company or its subsidiary undertaking;  
就擔任董事（無論為本公司或其附屬企業事務）獲支付或應收之酬金

Emoluments  
paid or  
receivable  
in respect  
of director's  
other services  
in connection  
with the

Remuneration  
paid or  
receivable  
of the  
company or  
its subsidiary  
undertaking  
就董事管理本  
公司或其附屬  
企業事務的其  
他服務獲支付  
或應收酬金

Estimated  
money value  
of other  
benefits  
scheme  
就接受委任  
為董事獲  
企業事務的其  
他服務獲支付  
或應收酬金

| Name  | 姓名                                 | Notes<br>附註 | Fees             | Salary           | Discretionary    | Housing          | 其他福利             | 退休福利             | Employer's       | Remuneration     | Emoluments   | Total<br>總計      |
|---|------------------------------------|-------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|--|------------------|
|   |                                    |             | 袍金               | 薪金               | 酌情花紅             | 住房津貼             | 的估計              | 僱主對              | 計劃的供款            | contribution     | paid or<br>receivable<br>in respect<br>of accepting<br>office as<br>director<br>就接受委任<br>為董事獲<br>企業事務的其<br>他服務獲支付<br>或應收酬金 |                  |
|   |                                    |             | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元 | HK\$'000<br>港幣千元   | HK\$'000<br>港幣千元 |
| <b>Executive Directors</b>  | <b>執行董事</b>                        |             |                  |                  |                  |                  |                  |                  |                  |                  |  |                  |
| Ou Peng   | 歐鵬                                 | (ii)(1)     | -                | -                | -                | -                | -                | -                | -                | -                | -  | -                |
| Meng Xuefeng  | 孟雪峰                                | (ii)(1)     | -                | -                | -                | -                | -                | -                | -                | -                | -  | -                |
| Kuok Hui Kwong  | 郭惠光                                | (i)(4)      | -                | -                | -                | -                | -                | -                | -                | -                | -  | -                |
| <b>Chief Executive Officer</b>                                    | <b>行政總裁</b>                        |             |                  |                  |                  |                  |                  |                  |                  |                  |  |                  |
| Robin Hu Yee Cheng<br>(Ceased to act as CEO<br>from 5 April 2016) | 胡以晨<br>(自二零一六年<br>四月五日起停任<br>行政總裁) |             | -                | 1,171            | 9                | 450              | 14               | 15               | -                | -                | -  | 1,659            |
|   |                                    |             | 1,460            | 1,171            | 9                | 450              | 14               | 15               | -                | -                | -  | 3,119            |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註 (續)

### 17. Staff costs (Continued)

#### (b) Directors' and Chief Executive Officer's remuneration (Continued)

Note:

- (i) On 6 June 2016, the following changes are effective:
- (1) Tan Sri Dr. Khoo Kay Peng has resigned as a non-executive Director
  - (2) Dr. Fred Hu Zu Liu has retired as an independent non-executive Director
  - (3) Dr. the Hon. Sir David Li Kwok Po has resigned as an independent non-executive Director
  - (4) Ms. Kuok Hui Kwong has resigned as an executive Director
  - (5) Ms. Tong Shao Ming has been elected as an executive Director
  - (6) Mr. Chak Chung Luen Albert has been elected as an executive Director
  - (7) Mr. Tse Kai Chi has been elected as a non-executive Director
  - (8) Mr. Chua Phuay Hee has been elected as an independent non-executive Director
  - (9) Dr. Yeung Hin Chung John has been elected as an independent non-executive Director
- (ii) On 5 November 2016, the following changes are effective:
- (1) Mr. Ou Peng and Mr. Meng Xuefeng have been appointed as executive Directors
  - (2) Mr. Huang Hu and Ms. Lv Jia have been appointed as non-executive Directors
  - (3) Dr. Song Ming, Dr. Sun Mingchun and Mr. Woo Chin Wan have been appointed as independent non-executive Directors
  - (4) Ms. Tong Shao Ming and Mr. Chak Chung Luen Albert have been re-designated as non-executive Directors
- (iii) On 26 November 2016, the following changes are effective:
- (1) Ms. Tong Shao Ming and Mr. Chak Chung Luen Albert have resigned as non-executive Directors
  - (2) Mr. Wong Kai Man, Mr. Chua Phuay Hee and Mr. Yeung Hin Chung John have resigned as independent non-executive Directors
  - (3) Dr. David J. Pang and Mr. Tse Kai Chi have resigned as non-executive Directors

### 17. 員工成本 (續)

#### (b) 董事及行政總裁酬金 (續)

附註：

- (i) 以下變更於二零一六年六月六日生效：
- (1) 邱繼炳博士辭任非執行董事職務
  - (2) 胡祖六博士辭任獨立非執行董事職務
  - (3) 李國寶爵士辭任獨立非執行董事職務
  - (4) 郭惠光女士辭任執行董事職務
  - (5) 唐紹明女士獲選為執行董事
  - (6) 翟中聯先生獲選為執行董事
  - (7) 謝啟之先生獲選為非執行董事
  - (8) 蔡培熙先生獲選為獨立非執行董事
  - (9) 楊顯中博士獲選為獨立非執行董事
- (ii) 以下變更於二零一六年十一月五日生​​效：
- (1) 歐鵬先生及孟雪峰先生獲委任為執行董事
  - (2) 黃虎先生及呂佳女士獲委任為非執行董事
  - (3) 宋敏博士、孫明春博士及胡展雲先生獲委任為獨立非執行董事
  - (4) 唐紹明女士及翟中聯先生調任為非執行董事
- (iii) 以下變更於二零一六年十一月二十六日生​​效：
- (1) 唐紹明女士及翟中聯先生辭任非執行董事職務
  - (2) 黃啟民先生、蔡培熙先生及楊顯中先生辭任獨立非執行董事職務
  - (3) 彭定中博士及謝啟之先生辭任非執行董事職務

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 17. Staff costs (Continued)

#### (b) Directors' and Chief Executive Officer's remuneration (Continued)

There was no arrangement under which a Director and/or the Chief Executive Officer waived or agreed to waive any remuneration in respect of the year.

Directors' fees paid or payable to Independent Non-executive Directors during the year were HK\$540,000 (2016: HK\$656,398). There was no Directors' fees received or receivable by other Non-executive Directors during the year (2016: HK\$233,334). Save from the aforesaid, there were no other emoluments paid or payable to Non-executive Directors in 2017.

No options were granted to Directors and/or the Chief Executive Officer to acquire shares of the Company in 2017, and all the remaining options granted previously were lapsed on 5 April 2016 together with the disposal of media business.

### 17. 員工成本（續）

#### (b) 董事及行政總裁酬金（續）

概無董事及／或行政總裁根據任何安排放棄或同意放棄彼等於年內之酬金。

年內已支付或應付予獨立非執行董事之董事袍金為540,000港元（二零一六年：656,398港元）。年內概無其他非執行董事已收或應收之董事袍金（二零一六年：233,334港元）。除上文所述者外，於二零一七年概無已付或應付非執行董事的其他酬金。

本公司於二零一七年並無授予董事及／或行政總裁任何購股權以收購本公司股份，所有先前授出之剩餘購股權已於二零一六年四月五日出售媒體業務時失效。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 17. Staff costs (Continued)

#### (b) Directors' and Chief Executive Officer's remuneration (Continued)

The director's fee per annum of each of the Independent Non-executive Directors (2017: HK\$180,000; 2016: HK\$100,000 from 1 January to 31 October 2016 and HK\$180,000 from 31 October to 31 December 2016) is fixed by the Board of Directors pursuant to the authority granted by the shareholders at the Company's annual general meeting. Each Non-executive Director, including Independent Non-executive Director, serving on the Board Committees does not receive any additional fee (Audit Committee: 2016: HK\$100,000 from 1 January to 6 June 2016 and Nil from 7 June to 31 December 2016; Remuneration Committee: 2016: HK\$50,000 from 1 January to 6 June 2016 and Nil from 7 June to 31 December 2016; Nomination Committee: 2016: HK\$50,000 from 1 January to 6 June 2016 and Nil from 7 June to 31 December 2016; Strategy Committee: 2016: HK\$50,000 from 1 January to 6 June 2016 and Nil from 7 June to 31 December 2016).

The directors' remunerations are determined with reference to directors' remunerations paid by other companies in Hong Kong.

### 17. 員工成本（續）

#### (b) 董事及行政總裁酬金（續）

每位獨立非執行董事之年度董事袍金（二零一七年：180,000港元；二零一六年：由二零一六年一月一日至十月三十一日為100,000港元及由二零一六年十月三十一日至十二月三十一日為180,000港元）由董事會根據股東於本公司股東週年大會授予之權力所釐定。參與董事會轄下委員會之每位非執行董事（包括獨立非執行董事）不會收取任何額外袍金（審核委員會：二零一六年：由二零一六年一月一日至六月六日為100,000港元及由二零一六年六月七日至十二月三十一日為零；薪酬委員會：二零一六年：由二零一六年一月一日至六月六日為50,000港元及由二零一六年六月七日至十二月三十一日為零；提名委員會：二零一六年：由二零一六年一月一日至六月六日為50,000港元及由二零一六年六月七日至十二月三十一日為零；策略委員會：二零一六年：由二零一六年一月一日至六月六日為50,000港元及由二零一六年六月七日至十二月三十一日為零）。

董事酬金乃參照香港其他上市公司所付董事酬金而釐定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 18. Operating profit

Operating profit of continuing operations is stated after crediting:

### 18. 經營盈利

持續經營業務之經營盈利經計入下列各項後列賬：

|  |            | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|--|------------|-----------------------------------|-----------------------------------|
| <b>Crediting</b>                             | <b>經計入</b> |                                   |                                   |
| Net rental income from investment properties | 投資物業租金淨收入  | <b>48,460</b>                     | 41,185                            |

Auditor's remuneration for the current year amounted to HK\$1,100,000 (2016: HK\$900,000).

本年度核數師酬金為1,100,000港元（二零一六年：900,000港元）。

### 19. Net finance (cost)/income

### 19. 財務（成本）／收入淨額

|   |                    | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
|---|--------------------|-----------------------------------|--|
| Finance (cost)/income of continuing operations                      | 持續經營業務的財務（成本）／收入   |                                   |  |
| - Interest expense on the loan from an intermediate holding company | - 來自中間控股公司之貸款之利息支出 | <b>(3,846)</b>                    | -  |
| - Interest income on available-for-sale financial asset             | - 可供出售之金融資產之利息收入   | -                                 | 978  |
| - Interest income from bank   | - 銀行利息收入           | <b>41</b>                         | 24   |
|   |                    | <b>(3,805)</b>                    | 1,002  |



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 20. Income tax expense

Hong Kong profits tax has been provided for at the rate of 16.5% (2016: 16.5%) on the estimated assessable profit for the year. Corporate Income Tax in the PRC has been provided at the rate of 25% on the profits of the subsidiary operating in the PRC for the year.

### 20. 所得稅開支

香港利得稅乃以年內估計應課稅盈利按16.5%（二零一六年：16.5%）稅率撥備。中國企業所得稅乃以年內於中國營運之附屬公司的盈利按25%稅率撥備。

|                                  |               | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
|----------------------------------|---------------|-----------------------------------|--|
| Current income tax               | 即期所得稅         |                                   |  |
| – Hong Kong profits tax          | – 香港利得稅       | 12,009                            | 7,450  |
| – PRC Corporate Income Tax       | – 中國企業所得稅     | –                                 | 2,895  |
| – Under provision in prior year  | – 上年度撥備不足     | 76                                | –  |
| Deferred income tax              | 遞延所得稅         |                                   |  |
| – Deferred tax expense/(credits) | – 遞延稅項開支/(收益) | 240                               | (6,728)  |
|                                  |               | <b>12,325</b>                     | <b>3,617</b>   |

The taxation on the profit before income tax of continuing operations differs from the theoretical amount that would arise using the taxation rates applicable to the places of operation of the Company and its subsidiaries as follows:

持續經營業務之除所得稅前盈利所產生之稅項與假若採用本公司及其附屬公司經營地點適用稅率計算所產生之理論性金額有所不同，詳情如下：

|   |                           | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
|---|---------------------------|-----------------------------------|--|
| Profit before income tax                              | 除所得稅前盈利                   | 264,471                           | 311,336  |
| Calculated at a taxation rate of 16.5% (2016: 16.5%)  | 按稅率16.5% (二零一六年：16.5%) 計算 | 43,638                            | 51,369   |
| Income not subject to taxation                        | 毋須課稅收入                    | (36,511)                          | 52,940   |
| Effect of different taxation rates in other countries | 其他國家不同稅率之影響               | –                                 | 985  |
| Tax losses not recognised                             | 未確認之稅項虧損                  | 25                                | 81   |
| Expenses not deductible for taxation purposes         | 未能作出稅項扣減之開支               | 5,096                             | 4,122  |
| Under provision in prior year                         | 上年度撥備不足                   | 76                                | –  |
| Income tax expense                                    | 所得稅開支                     | <b>12,325</b>                     | <b>3,617</b>   |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 21. Dividends and cash payment

A special cash payment totaling HK\$2,499,499,000 was paid out of the Company's retained profits and contributed surplus in April 2016.

Special cash dividends of HK\$975,922,000 and HK\$195,027,000 respectively were paid out of the Company's retained profits in October 2016.

The Board has resolved not to declare any interim dividend or to recommend any final dividend for the year ended 31 December 2017.

### 22. Earnings per share

The calculation of basic earnings per share is based on the profit for the year from continuing operations attributable to shareholders of HK\$249,158,000 (2016 restated: HK\$307,719,000) and the weighted average of 1,567,745,596 shares in issue (2016: 1,566,739,535 shares in issue) during the year. The calculation of basic earnings per share for the year ended 31 December 2016 was also calculated based on the profit from discontinued operations attributable to shareholders of HK\$1,407,641,000.

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares arising from exercise of all outstanding share options granted under the Company's share option scheme. A calculation is done to determine the number of shares that could have been acquired at fair value (determined with reference to the latest available market share price of the Company's shares) based on the monetary value of the subscription rights attached to the outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options. Since the media business was sold to Alibaba Investment Limited on 5 April 2016, all the remaining share options were lapsed on that day and there are no outstanding options to be exercised since then. Accordingly, there was no potential dilutive ordinary shares during the year 2017.

### 21. 股息及現金付款

特別現金付款合共2,499,499,000港元，已於二零一六年四月自本公司的保留盈利及繳入盈餘中支取。

分別為975,922,000港元及195,027,000港元之特別現金股息已於二零一六年十月自本公司的保留盈利中支取。

董事會議決不宣派或建議宣派截至二零一七年十二月三十一日止年度之任何中期股息或末期股息。

### 22. 每股盈利

每股基本盈利乃根據年內股東應佔持續經營業務之盈利249,158,000港元（二零一六年經重列：307,719,000港元）及年內1,567,745,596股加權平均已發行股份（二零一六年：1,566,739,535股已發行股份）計算。截至二零一六年十二月三十一日止年度之每股基本盈利亦根據股東應佔已終止經營業務盈利1,407,641,000港元計算。

每股攤薄盈利以假設因行使根據本公司之購股權計劃授出之所有尚未行使的購股權而產生之所有可攤薄的潛在普通股被兌換後，根據經調整之已發行普通股的加權平均股數計算。根據未行使購股權所附之認購權的貨幣價值，計算按公平值（根據本公司股份之最近期市價釐定）可購入之股份數目。根據上述所計算之股份數目，對假設購股權已被行使而需發行之股份數目作比較。鑒於媒體業務已於二零一六年四月五日出售予Alibaba Investment Limited，所有剩餘購股權於當日失效，而自該日起概無尚未行使的購股權。因此，於二零一七年內並無潛在攤薄普通股。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 22. Earnings per share (Continued)

The calculation of diluted earnings per share for the year ended 31 December 2016 was based on 1,566,739,535 shares in issue, which was the weighted average number of shares in issue during the year plus the weighted average of 234,372 shares deemed to be issued if all outstanding share options granted under the Company's share option scheme had been exercised.

### 23. Share-based payment transactions

The Company has a share option scheme (the "Scheme") which was approved at the annual general meeting of the Company held on 24 May 2010. Since the media business was sold to Alibaba Investment Limited on 5 April 2016, all remaining share options were lapsed on that day and there are no outstanding options under the Scheme as at 31 December 2017 and 2016.

Movements in the number of options outstanding and their related weighted average exercise prices in 2016 were as follows:

|                                     |                  | No. of<br>shares in<br>respect of<br>options<br>granted<br>授出購股權<br>之股份數目 | Weighted<br>average<br>exercise<br>price per<br>share<br>每股加權<br>平均行使價 |
|-------------------------------------|------------------|---|--|
|                                     |                  | 2016<br>二零一六年   | 2016<br>二零一六年<br>HK\$<br>港幣  |
| Outstanding at 1 January            | 於一月一日尚未行使        | 6,988,000   | 1,484 <sup>#</sup>   |
| Exercised during the year (Note 15) | 於年內行使 (附註15)     | (6,688,000)   | 1,484 <sup>#</sup>   |
| Lapsed during the year              | 於年內失效            | (300,000)   | 1,484 <sup>#</sup>   |
| Outstanding at 31 December          | 於十二月三十一日<br>尚未行使 | -   | N/A 不適用  |
| Exercisable at 31 December          | 於十二月三十一日<br>可予行使 | -   | N/A 不適用  |

All outstanding options were lapsed in 2016.

# The weighted average exercise price per share is applicable up to 5 April 2016 when all the remaining share options were lapsed.

### 22. 每股盈利（續）

截至二零一六年十二月三十一日止年度的每股攤薄盈利乃根據年內1,566,739,535股已發行股份加權平均已發行股份加上倘根據本公司之購股權計劃授出之所有尚未行使購股權已獲行使，視作將予發行之234,372股加權平均股份計算。

### 23. 以股權支付之交易

本公司設有購股權計劃（「計劃」），並於二零一零年五月二十四日舉行的本公司股東週年大會上獲批准通過。由於媒體業務於二零一六年四月五日出售予Alibaba Investment Limited，所有剩餘購股權於當日失效，而於二零一七年及二零一六年十二月三十一日，該計劃並無未行使購股權。

於二零一六年尚未行使之購股權數目及其相關加權平均行使價之變動載列如下：

所有未行使購股權於二零一六年內失效。

# 所有剩餘購股權失效之時，每股加權平均行使價適用直至二零一六年四月五日。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 24. Notes to the Consolidated Statement of Cash Flows

### 24. 綜合現金流量表附註

#### (a) Reconciliation of operating profit to cash generated from operations:

#### (a) 經營盈利與經營產生之現金對賬表：

|   |                         | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
|---|-------------------------|-----------------------------------|--|
| Operating profit  | 經營盈利                    | <b>265,692</b>                    | 139,072  |
| Fair value gain on investment properties  | 投資物業公平值收益               | <b>(221,000)</b>                  | (118,100)  |
| Depreciation and amortisation   | 折舊及攤銷                   | <b>1,656</b>                      | 1,887  |
| Net loss on disposal of property, plant and equipment and intangible assets     | 出售物業、機器及設備及無形資產之淨虧損     | -                                 | 2  |
| Pension expense   | 退休金開支                   | -                                 | 1,936  |
| Transfer of DB plan assets to other retirement funds                            | 界定利益計劃之計劃資產轉撥至其他退休基金    | -                                 | 520  |
| Employee share-based compensation benefits                                      | 以股權支付之僱員酬金福利            | -                                 | 2  |
| Exchange loss/(gain)  | 匯兌虧損/(收益)               | <b>998</b>                        | (525)  |
| Decrease in inventories   | 存貨減少                    | -                                 | 25   |
| (Increase)/decrease in accounts receivable                                      | 應收款項(增加)/減少             | <b>(5,279)</b>                    | 43,683   |
| Decrease/(increase) in prepayments, deposits and other receivables              | 預付費用、按金及其他應收款項減少/(增加)   | <b>6,212</b>                      | (15,679)   |
| Decrease in amounts due to associates   | 應付聯營公司款項減少              | <b>(1,174)</b>                    | (63)   |
| Decrease in amount due to a follow subsidiary                                   | 應付同系附屬公司款項減少            | <b>(2)</b>                        | (39)   |
| Decrease in amount due to the intermediate holding company                      | 應付中間控股公司款項減少            | <b>(3,059)</b>                    | (1,564)  |
| Increase/(decrease) in accounts payable, other payables and accrued liabilities | 應付款項、其他應付款項及應計負債增加/(減少) | <b>792</b>                        | (46,233)   |
| Decrease in subscriptions in advance  | 預收訂閱費減少                 | -                                 | (4,123)  |
| Cash generated from operations  | 營運產生之現金                 | <b>44,836</b>                     | 801  |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 24. Notes to the Consolidated Statement of Cash Flows (Continued)

#### (b) Cash and cash equivalents

|   |                  | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
|---|------------------|-----------------------------------|--|
| Cash at bank and in hand  | 銀行及手頭現金          | 112,560                           | 129,455  |
| Short-term bank deposits with original maturity of less than three months | 存款期為三個月以下的短期銀行存款 | 6,001                             | -  |
|   |                  | <b>118,561</b>                    | 129,455  |

### 24. 綜合現金流量表附註（續）

#### (b) 現金及現金等值

#### (c) Net debt reconciliation

This section sets out the movements in net debt for each of the periods presented.

#### (c) 淨負債對賬

以下段落載列各所示期間的淨負債變動。

|  |                             | Total<br>Liabilities from<br>financing activity<br>Borrowing due<br>after 1 year<br>來自融資活動之總負債<br>於一年後到期的借貸<br>HK\$'000<br>港幣千元 |
|--|-----------------------------|---|
| <b>As at 1 January 2016 and<br/>31 December 2016</b> | 於二零一六年一月一日及<br>二零一六年十二月三十一日 | -   |
| Cash flow  | 現金流                         | (1,435,668)   |
| Other non-cash movement                              | 其他非現金變動                     | (3,845)   |
| <b>As at 31 December 2017</b>                        | 於二零一七年十二月三十一日               | (1,439,513)   |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 24. Notes to the Consolidated Statement of Cash Flows (Continued)

#### (d) Disposal of Coastline International Limited

An analysis of net cash inflow in respect of the disposal of Coastline International Limited is as follows:

|  |           | HK\$'000<br>港幣千元 |
|--|-----------|------------------|
| Cash consideration                         | 現金代價      | 990,000          |
| Cash and bank balances disposed of         | 出售現金及銀行結餘 | (1,358)          |
| Expenses incurred on disposal              | 出售產生之開支   | (14,072)         |
| Net cash inflow in respect of the disposal | 出售之淨現金流入  | 974,570          |

### 25. Capital risk management

The Group's primary objective when managing capital is to safeguard the Group's ability to continue its businesses as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

The Group structures its capital with due consideration to risk. The Group manages and adjusts its capital structure in the light of the changes in economic conditions and risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, repurchase shares of the Company from shareholders, issue new shares, or increase or reduce borrowings.

For the purpose of calculating the net debt-to-capital ratio, the Group defines net debt as total debt (which includes the loan from an intermediate holding company) less cash and bank balances, and capital as all components of equity. The Group monitors capital on the basis of the net debt-to-capital ratio. As at 31 December 2016, the Group's net debt-to-capital ratio was zero, as the Group had no debt.

### 24. 綜合現金流量表附註（續）

#### (d) 出售Coastline International Limited

有關出售Coastline International Limited之淨現金流入分析如下：

### 25. 資本風險管理

本集團管理資本之首要目標乃確保本集團有能力持續經營其業務，從而使其能夠繼續為股東提供回報及為其他利益相關人士提供利益。

本集團經審慎考慮風險後方確定其資本結構。本集團視乎經濟狀況之變化及相關資產之風險特徵管理及調整其資本架構。為維持或調整其資本架構，本集團會調整派付予股東之股息金額、向股東購回本公司股份、發行新股或增加或減少貸款。

就計算淨負債資本比率而言，本集團將淨負債定義為債務總額（包括來自中間控股公司之貸款）減現金及銀行結餘，而資本之定義為權益之所有組成部份。本集團根據淨負債資本比率監控資本。於二零一六年十二月三十一日，本集團淨負債資本比率為零，此乃由於本集團並無負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 25. Capital risk management (Continued)

The net debt-to-capital ratio at 31 December 2017 was as follows:

|                                 |           | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
|---------------------------------|-----------|-----------------------------------|--|
| Total borrowings                | 貸款總額      | 1,439,513                         | –  |
| Less: cash and cash equivalents | 減：現金及現金等值 | (118,561)                         | (129,455)  |
| Net debt                        | 淨負債       | 1,320,952                         | –  |
| Total equity                    | 總權益       | 1,890,104                         |  |
| Total capital                   | 總資本       | 3,211,056                         |  |
| Net debt-to-capital ratio       | 淨負債資本比率   | 41.1%                             | N/A 不適用  |

The increase in the net debt-to-capital ratio is mainly due to the loan from an intermediate holding company as at 31 December 2017.

### 26. Operating lease commitments

As at 31 December 2017, the Group had future minimum lease payment under non-cancelable operating leases for land and buildings for the continuing operations as follows:

|   |            | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|---|------------|-----------------------------------|-----------------------------------|
| Not later than one year                           | 不超過一年      | 10,392                            | 13,126                            |
| Later than one year but not later than five years | 超過一年但不超過五年 | 8,664                             | 17,612                            |
|   |            | 19,056                            | 30,738                            |

### 27. Capital commitments

|  |                         | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|--|-------------------------|-----------------------------------|-----------------------------------|
| Capital commitments for proposed investment in a joint venture (Note 11) | 用於建議投資一家合營公司之資本承擔（附註11） |                                   |                                   |
| Contracted, but not provided for   | 已訂約但未撥備                 | 2,499,332                         | –                                 |

### 25. 資本風險管理（續）

於二零一七年十二月三十一日之淨負債資本比率如下：

|                                 |           | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
|---------------------------------|-----------|-----------------------------------|--|
| Total borrowings                | 貸款總額      | 1,439,513                         | –  |
| Less: cash and cash equivalents | 減：現金及現金等值 | (118,561)                         | (129,455)  |
| Net debt                        | 淨負債       | 1,320,952                         | –  |
| Total equity                    | 總權益       | 1,890,104                         |  |
| Total capital                   | 總資本       | 3,211,056                         |  |
| Net debt-to-capital ratio       | 淨負債資本比率   | 41.1%                             | N/A 不適用  |

於二零一七年十二月三十一日，淨負債資本比率增加乃主要由於來自中間控股公司之貸款所致。

### 26. 經營租賃承擔

於二零一七年十二月三十一日，本集團根據持續經營業務所用之土地及樓宇之不可撤銷經營租賃擁有未來最低租賃付款如下：

|   |            | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|---|------------|-----------------------------------|-----------------------------------|
| Not later than one year                           | 不超過一年      | 10,392                            | 13,126                            |
| Later than one year but not later than five years | 超過一年但不超過五年 | 8,664                             | 17,612                            |
|   |            | 19,056                            | 30,738                            |

### 27. 資本承擔

|  |                         | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|--|-------------------------|-----------------------------------|-----------------------------------|
| Capital commitments for proposed investment in a joint venture (Note 11) | 用於建議投資一家合營公司之資本承擔（附註11） |                                   |                                   |
| Contracted, but not provided for   | 已訂約但未撥備                 | 2,499,332                         | –                                 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 28. Balance sheet of the Company

### 28. 本公司資產負債表

|   |                |       | <b>31 December<br/>2017<br/>二零一七年<br/>十二月<br/>三十一日<br/>HK\$'000<br/>港幣千元</b> | 31 December<br>2016<br>二零一六年<br>十二月<br>三十一日<br>HK\$'000<br>港幣千元 |
|---|----------------|-------|--|---|
| <b>ASSETS</b>                               | <b>資產</b>      |       |  |   |
| Non-current assets                          | 非流動資產          |       |  |   |
| Property, plant and equipment               | 物業、機器及設備       |       | <b>3,290</b>   | –   |
| Interests in subsidiaries                   | 附屬公司之權益        |       | <b>945,226</b>   | 892,691   |
| Interests in associates                     | 聯營公司之權益        |       | <b>2,607</b>   | 6,612   |
|   |                |       | <b>951,123</b>   | 899,303   |
| Current assets                              | 流動資產           |       |  |   |
| Prepayments, deposits and other receivables | 預付費用、按金及其他應收款項 | 11    | <b>1,441,411</b>   | 6,665   |
| Cash and cash equivalents                   | 現金及現金等值        |       | <b>13,670</b>  | 55,092  |
|   |                |       | <b>1,455,081</b>   | 61,757  |
| Total assets                                | 資產總值           |       | <b>2,406,204</b>   | 961,060   |
| <b>LIABILITIES</b>                          | <b>負債</b>      |       |  |   |
| Non-current liability                       | 非流動負債          |       |  |   |
| Loan from an intermediate holding company   | 來自中間控股公司之貸款    | 13    | <b>1,439,513</b>   | –   |
| Current liabilities                         | 流動負債           |       |  |   |
| Amounts due to subsidiaries                 | 應付附屬公司款項       |       | <b>193,061</b>   | 155,876   |
| Amounts due to associates                   | 應付聯營公司款項       |       | <b>1,125</b>   | 2,250   |
| Accrued expenses                            | 應計費用           |       | <b>4,293</b>   | 3,167   |
| Total liabilities                           | 負債總額           |       | <b>1,637,992</b>   | 161,293   |
| <b>EQUITY</b>                               | <b>權益</b>      |       |  |   |
| Capital and reserves                        | 資本及儲備          |       |  |   |
| Share capital                               | 股本             |       | <b>156,775</b>   | 156,775   |
| Reserves                                    | 儲備             | 16(b) | <b>611,437</b>   | 642,992   |
| Total equity                                | 權益總額           |       | <b>768,212</b>   | 799,767   |
| Total equity and liabilities                | 總權益及負債         |       | <b>2,406,204</b>   | 961,060   |

The balance sheet of the Company was approved by the Board of Directors on 26 March 2018 and was signed on its behalf.

**Mr. Ou Peng**  
歐鵬先生  
Chairman  
主席

本公司資產負債表由董事會於二零一八年三月二十六日批准並由以下人士代表董事會簽署。

**Mr. Meng Xuefeng**  
孟雪峰先生  
Director  
董事



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 29. Financial risk management

The Group's activities expose it to a variety of financial risks, particularly liquidity and credit risks. Where appropriate, the Group's risk management policies seek to minimise potential adverse effects of these risks on the financial performance of the Group. The policies for managing these risks are summarised below.

#### (a) Cash flow interest rate risk

The Group's cash flow interest rate risk arises from cash balances placed with authorised financial institutions and loan from an intermediate holding company, which generate interest income and incur interest expense for the Group. The Group manages its interest rate risk for cash balances by placing such balances on various maturities and interest rate terms.

At 31 December 2017, the Group had loan from an intermediate holding company of HK\$1,435,668,000 (2016: Nil). It is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would increase/decrease the Group's profit for the year and total equity by approximately HK\$1,101,000 (2016: Nil).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the balance sheet date and had been applied to the interest-bearing financial instruments in existence at that date.

### 29. 金融風險管理

本集團之業務面對多種金融風險，特別是流動資金及信貸等風險。本集團之風險管理政策旨在於適當情況下，尋求把該等風險對本集團財務表現之潛在負面影響降至最低。該等風險管理政策概述如下。

#### (a) 現金流利率風險

本集團之現金流利率風險來自存放於認可金融機構之現金結餘及來自中間控股公司之貸款，其為本集團產生利息收入及引致利息支出。本集團透過將該等結餘以不同年期及利率條款作存放管理其現金結餘之利率風險。

於二零一七年十二月三十一日，本集團有來自中間控股公司之貸款1,435,668,000港元（二零一六年：無）。據估計，在所有其他變數維持不變之情況下，利率普遍上升／下降100個基點將令本集團全年盈利及總權益增加／減少約1,101,000港元（二零一六年：無）。

上述敏感度分析乃假設利率變動已於結算日發生，並已應用於該日存在之計息金融工具。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 29. Financial risk management (Continued)

#### (b) Liquidity risk

Liquidity risk refers to the risk that the Group will encounter difficulty in meeting its obligations associated with financial liabilities. The Group's objective in managing this risk is to maintain a balance between the continuity and the flexibility of funding through the use of bank loans and overdraft, if necessary, and the loan from group companies.

The following table details the remaining contractual maturities of the Group's financial liabilities at the balance sheet date, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates as at the balance sheet date) and the earliest date on which the Group can be required to pay. The balance includes the accrued interest for the loan from an intermediate holding company. For details, please refer to Note 13.

### 29. 金融風險管理（續）

#### (b) 流動資金風險

流動資金風險指本集團於履行與金融負債相關之義務時遭遇困難之風險。本集團管理該風險之目標乃透過使用銀行貸款及透支，維持資金連續性與靈活性之平衡（倘需要）及來自集團公司之貸款。

下表列示於結算日本集團金融負債之餘下合約期限詳情，乃基於按合約未折現之現金流量（包括採用合約利率計算之利息付款，或若為浮動利率，則基於結算日之利率）及本集團須支付款項之最早日期。餘額包括來自中間控股公司之貸款之應計利息。詳情請參閱附註13。

|                                   |           | Other payables and accrued liabilities<br>其他應付款項及應計負債 |  | Loan from an intermediate holding company<br>來自中間控股公司之貸款 |                                   |
|-----------------------------------|-----------|---|--|--|-----------------------------------|
|                                   |           | 2017<br>二零一七年<br>HK\$'000<br>港幣千元                     | 2016<br>二零一六年<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) | 2017<br>二零一七年<br>HK\$'000<br>港幣千元                        | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
| Within 1 year or on demand        | 一年內或按要求   | 11,377  | 10,631   | –  | –                                 |
| More than 2 but less than 5 years | 超過兩年但少於五年 | –   | –  | 1,676,224  | –                                 |
| Carrying amount                   | 賬面值       | 11,377  | 10,631   | 1,676,224  | –                                 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 29. Financial risk management (Continued)

#### (c) Currency risk

The financial assets and financial liabilities of the Group are denominated predominantly in Hong Kong Dollars. The Group's only significant exposure to foreign exchange risk arises from its cash at bank and available-for-sale financial assets in RMB and cash at bank in USD.

As at 31 December 2017, the Group had cash at bank in RMB of HK\$4,877,000 (2016: Nil) and available-for-sale financial assets in RMB of HK\$1,196,000 (2016: Nil) and cash at bank in USD of HK\$16,826,000 (2016 (Restated): HK\$15,622,000). If the RMB had strengthened/weakened by 10% against Hong Kong Dollars with all other variables held constant, it would increase/decrease the pre-tax profit for the year by HK\$607,300 (2016: Nil). If the USD had strengthened/weakened by 10% against Hong Kong Dollars with all other variables held constant, it would increase/decrease the pre-tax profit for the year by HK\$1,683,000 (2016 (Restated): HK\$1,562,000).

The sensitivity analysis above has been determined assuming that the change in exchange rate had occurred at the balance sheet date.

### 29. 金融風險管理（續）

#### (c) 貨幣風險

本集團之金融資產及金融負債均主要以港元計值。本集團在外匯承受之唯一重大風險來自其以人民幣計值之銀行現金及可供出售之金融資產以及以美元計值之銀行現金。

於二零一七年十二月三十一日，本集團有以人民幣計值之銀行現金4,877,000港元（二零一六年：無）及以人民幣計值之可供出售之金融資產1,196,000港元（二零一六年：無）及以美元計值之銀行現金16,826,000港元（二零一六年經重列：15,622,000港元）。在所有其他變數維持不變之情況下，倘人民幣兌港元升值／貶值10%，年內除稅前盈利將增加／減少607,300港元（二零一六年：無）。在所有其他變數維持不變之情況下，倘美元兌港元升值／貶值10%，年內除稅前盈利將增加／減少1,683,000港元（二零一六年經重列：1,562,000港元）。

上述敏感度分析乃假設匯率變動已於結算日發生。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 29. Financial risk management (Continued)

#### (d) Credit risk

The Group's credit risk arises mainly from its accounts receivable.

The Group manages its credit risk associated with accounts receivable through the application of credit approvals, credit ratings and monitoring procedures.

Credit sales are only made to customers with appropriate credit history or high credit standing while sales to new customers or customers of low credit standing are usually made on an advance payment or cash on delivery basis.

At as 31 December 2017, the total accounts receivable are from 10 customers (2016 restated: 3 customers) only.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from accounts receivable are set out in Note 10 to the financial statements.

#### (e) Fair value estimation

The Group's investment properties and available-for-sale financial asset are measured at fair value. The Group classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

See Note 6 and Note 9 for disclosures of the investment properties and available-for-sale financial asset that are measured at fair value respectively.

### 29. 金融風險管理（續）

#### (d) 信貸風險

本集團之信貸風險主要來自其應收款項。

本集團透過採用信貸審批、信貸評級及監控程序等措施，管理其應收款項相關之信貸風險。

本集團僅允許具有良好信貸記錄或較高信貸評級之客戶進行賒購，對於新客戶或信貸評級較低之客戶，通常採用預先付款或貨到付款方式進行交易。

於二零一七年十二月三十一日，所有應收款項僅來自十名客戶（二零一六年經重列：三名客戶）。

有關本集團所面臨之應收款項之信貸風險以數量形式的進一步披露，載於財務報表附註10。

#### (e) 公平值估計

本集團之投資物業及可供出售之金融資產以公平值計量。本集團以反映計量所用之輸入資料之重要性之公平值計量架構分類公平值計量。公平值計量架構的分級如下：

- 相同資產或負債之活躍市場報價（未經調整）（第1級）。
- 除包含於第1級之報價外，資產或負債之直接（即價格）或間接（即源自價格者）可觀察輸入資料（第2級）。
- 並非根據可觀察市場數據釐定之資產或負債之輸入資料（即不可觀察輸入數值）（第3級）。

有關按公平值計量之投資物業及可供出售之金融資產之披露資料，請分別參閱附註6及附註9。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 30. Subsidiaries and associate

Particulars of the Company's principal subsidiaries and the Group's principal associate at 31 December 2017 are as follows:

#### Subsidiaries

| Company<br>公司名稱   | Place of incorporation/<br>registration<br>and operations (Kind of<br>legal entity)<br>成立／註冊及<br>營業地區<br>(法定企業類別) | Nominal<br>value of issued/<br>registered<br>share capital<br>已發行／<br>註冊股本面值 | Proportion held      |                | Nature of business<br>業務性質              |
|---|---|--|----------------------|----------------|---|
|   |   |  | Direct<br>持有比率<br>直接 | Indirect<br>間接 |   |
| Great Wall Pan Asia Asset<br>Management Limited<br>長城環亞資產管理有限公司 | Hong Kong<br>香港   | Ordinary HK\$25,560,000<br>普通股25,560,000港元                                   | –                    | 100%           | Asset management<br>services<br>資產管理服務  |
| Great Wall Pan Asia Corporate<br>Finance Limited<br>長城環亞融資有限公司  | Hong Kong<br>香港   | Ordinary HK\$5,000,000<br>普通股5,000,000港元                                     | –                    | 100%           | Corporate finance<br>services<br>企業融資服務 |
| Great Wall Pan Asia Securities Limited<br>長城環亞證券有限公司            | Hong Kong<br>香港   | Ordinary HK\$10,000,000<br>普通股10,000,000港元                                   | –                    | 100%           | Securities services<br>證券服務             |
| Lytton Investment Limited                                       | The Commonwealth of<br>The Bahamas<br>巴哈馬共和國  | Ordinary US\$2<br>普通股2美元   | –                    | 100%           | Property holding<br>物業持有                |
| Macheer Properties Limited                                      | The British Virgin Islands<br>英屬維爾京群島   | Ordinary US\$1<br>普通股1美元   | –                    | 100%           | Property holding<br>物業持有                |
| Nanchao Investments Limited                                     | Hong Kong<br>香港   | Ordinary HK\$2<br>普通股2港元   | 100%                 | –              | Dormant<br>暫無營業                         |
| Nanchao Yau Tong Limited  | The British Virgin Islands<br>英屬維爾京群島   | Ordinary US\$1<br>普通股1美元   | –                    | 100%           | Property holding<br>物業持有                |
| Sunny Bright Development Limited<br>新利輝發展有限公司                   | Hong Kong<br>香港   | Ordinary HK\$2<br>普通股2港元   | –                    | 100%           | Property holding<br>物業持有                |
| Sunny Success Development Limited<br>新利成發展有限公司                  | Hong Kong<br>香港   | Ordinary HK\$2<br>普通股2港元   | –                    | 100%           | Property holding<br>物業持有                |

### 30. 附屬公司及聯營公司

於二零一七年十二月三十一日，本公司的主要附屬公司及本集團的主要聯營公司詳情如下：

#### 附屬公司

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 30. Subsidiaries and associate (Continued)

#### Associate

| Company<br>公司名稱   | Place of<br>incorporation<br>and operations<br>註冊成立及營業地區 | Nominal value<br>of issued share<br>capital<br>已發行股本面值 | Percentage<br>of equity<br>attributable<br>to the Group<br>本集團應佔<br>股股本百分比 | Nature of<br>business<br>業務性質 |
|---|--|--|--|-------------------------------|
| Dymocks Franchise Systems<br>(China) Limited <sup>#</sup> | Hong Kong<br>香港  | Ordinary<br>HK\$7,700,000<br>普通股<br>7,700,000港元        | 45%  | Bookshop operation<br>營運書店    |

# The accounts of this company were not audited by PricewaterhouseCoopers Hong Kong or other PricewaterhouseCoopers International member firms.

The above table lists the subsidiaries of the Company and an associate of the Group which, in the opinion of the Directors, principally affected the results of the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries and associate would, in the opinion of the Directors, result in particulars of excessive length.

### 31. Related party transactions

As at the balance sheet date, the Directors regard Great Wall Pan Asia (BVI) Holding Limited as the immediate holding company of the Company and China Great Wall Asset Management Co., Ltd. ("China Great Wall") as the ultimate holding company of the Company.

### 30. 附屬公司及聯營公司（續）

#### 聯營公司

| Company<br>公司名稱   | Place of<br>incorporation<br>and operations<br>註冊成立及營業地區 | Nominal value<br>of issued share<br>capital<br>已發行股本面值 | Percentage<br>of equity<br>attributable<br>to the Group<br>本集團應佔<br>股股本百分比 | Nature of<br>business<br>業務性質 |
|---|--|--|--|-------------------------------|
| Dymocks Franchise Systems<br>(China) Limited <sup>#</sup> | Hong Kong<br>香港  | Ordinary<br>HK\$7,700,000<br>普通股<br>7,700,000港元        | 45%  | Bookshop operation<br>營運書店    |

# 該公司之賬目並非由香港羅兵咸永道會計師事務所或其他羅兵咸永道會計師事務所國際成員公司審核。

董事認為，上表所列之本公司附屬公司及本集團之聯營公司對本集團年內業績有重大影響，或佔本集團淨資產重大比例。董事認為，載列其他附屬公司及聯營公司之詳細資料會使所需篇幅過份冗長。

### 31. 關聯方交易

於結算日，董事視Great Wall Pan Asia (BVI) Holding Limited為本公司之直接控股公司，而中國長城資產管理股份有限公司（「中國長城」）為本公司之最終控股公司。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 31. Related party transactions (Continued)

The significant transactions with China Great Wall and its group of subsidiaries during the year, and with Kerry Group Limited, the then immediate holding company of the Company, and its subsidiaries and Hearst Communications In. (“HCI”), the holding company of the then indirect subsidiaries of the Company in 2016 were as follows:

#### (a) Transactions with China Great Wall Group

Significant transactions with China Great Wall and its group of subsidiaries are as follow:

|                            |          | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元<br>(Restated)<br>(經重列) |
|----------------------------|----------|-----------------------------------|--|
| Rendering of services      | 提供服務     |                                   |  |
| – Asset management service | – 資產管理服務 | 35,888                            | 16,810   |
| – Consultancy service      | – 顧問服務   | 1,000                             | 500  |

#### (b) Transactions with Kerry Group

Significant transactions with Kerry Group Limited, the then ultimate holding company and its group of subsidiaries (“Kerry Group”) and associated companies in 2016 were as follows:

|  |                 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|--|-----------------|-----------------------------------|
| Rendering of services  | 提供服務            |                                   |
| – Advertising revenue  | – 廣告收益          | 400                               |
| – Newspaper subscription   | – 訂閱報章          | 408                               |
| Agency fee expenses  | 代理費開支           | 507                               |
| Consultancy fee expenses   | 顧問費開支           | 223                               |
| Logistics distribution expenses  | 物流配送開支          | 7                                 |
| Sales proceeds from disposal of<br>available-for-sale financial assets | 出售可供出售之金融資產所得款項 | 1,345                             |
|  |                 | 2,890                             |

### 31. 關聯方交易（續）

於年內與中國長城及其附屬公司以及於二零一六年與Kerry Group Limited（本公司當時之直接控股公司）及其附屬公司以及Hearst Communications In.（「HCI」）（本公司當時之間接附屬公司之控股公司）進行之重大交易如下：

#### (a) 與中國長城集團之交易

與中國長城及其附屬公司之重大交易如下：

#### (b) 與Kerry Group之交易

於二零一六年與Kerry Group Limited（當時之最終控股公司）及其附屬公司（「Kerry Group」）和聯營公司進行之重大交易如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 31. Related party transactions (Continued)

#### (c) Investment in guaranteed notes issued by a the then related party

In June 2009, the Group acquired guaranteed notes of US\$3,000,000 in the secondary market at a consideration of US\$3,057,000 (equivalent to HK\$23,719,000). The notes were issued by Gain Silver Finance Limited, an indirect subsidiary of Kerry Group Limited, the then ultimate holding company, on 25 August 2006. They bear a coupon interest of 6.375% and will mature in 2017. The notes were all disposed in 2016.

#### (d) Transactions with HCI Group

HCI, a company formed under the laws of the State of Delaware in the United States of America exercises, through its subsidiaries, significant influence over SCMP Hearst Publications Limited and SCMP Hearst Hong Kong Limited, both the then indirect subsidiaries of the Company. During the year ended 2016, the Group had the following significant transactions with HCI and its group of subsidiaries:

### 31. 關聯方交易（續）

#### (c) 投資於當時之關聯方所發行之擔保票據

於二零零九年六月，本集團於二級市場以代價3,057,000美元（相等於23,719,000港元）購入3,000,000美元之擔保票據。該等票據由Kerry Group Limited（當時之最終控股公司）之間接附屬公司Gain Silver Finance Limited於二零零六年八月二十五日發行，票面利息為6.375%，將於二零一七年到期。票據均已於二零一六年出售。

#### (d) 與HCI集團之交易

HCI為一家根據美國特拉華州法律成立之公司，透過其附屬公司對SCMP Hearst Publications Limited及SCMP Hearst Hong Kong Limited（兩者均為本公司當時之間接附屬公司）施加重大影響。於截至二零一六年止年度，本集團與HCI及其附屬公司有以下重要交易：

2016  
二零一六年  
HK\$'000  
港幣千元

|   |                 |       |
|---|-----------------|-------|
| Rendering of services                                       | 提供服務            |       |
| – Royalty expenses  | – 專利開支          | 2,528 |
| – Payment in respect of advertising sales/agency agreements | – 就廣告銷售／代理協議之付款 | 1,326 |
|   |                 | 3,854 |

#### (e) Key management personnel compensation

#### (e) 主要管理人員之酬金

|   |              | 2017<br>二零一七年<br>HK\$'000<br>港幣千元 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|---|--------------|-----------------------------------|-----------------------------------|
| Salaries and other short-term employee benefits | 薪金及其他短期僱員福利  | 1,290                             | 7,286                             |
| Post-employment benefits                        | 退休後福利        | 16                                | 164                               |
| Employee share-based compensation benefits      | 以股權支付之僱員酬金福利 | –                                 | 2,812                             |
|   |              | 1,306                             | 10,262                            |



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 32. Discontinued operations

Subsequent to the disposal of media business on 5 April 2016, the results of the disposed entities including SCMP Newspapers Limited, SCMP Publications Limited, SCMP.com Limited, SCMP Retailing Limited, SCMP.com Holdings Limited and their subsidiaries (the “Disposed Companies”) together with the related gain on disposal have been presented as discontinued operations in the consolidated statement of comprehensive income for the year ended 31 December 2016.

The result of discontinued operations together with the related gain on disposal dealt with in the consolidated financial statements for the year ended 31 December 2016 were summarized as follows:

**(i) Analysis of the results of the discontinued operations is as follows:**

### 32. 已終止經營業務

於二零一六年四月五日出售媒體業務後，出售實體（包括SCMP Newspapers Limited、SCMP Publications Limited、SCMP.com Limited、SCMP Retailing Limited、SCMP.com Holdings Limited及其各附屬公司）（「已出售公司」）之業績連同出售之相關收益已於截至二零一六年十二月三十一日止年度之綜合全面收益表中呈列為已終止經營業務。

於截至二零一六年十二月三十一日止年度綜合財務報表內處理之已終止經營業務之業績連同出售之相關收益概述如下：

**(i) 對已終止經營業務之業績分析如下：**

|  |                        | Notes<br>附註 | 2016<br>二零一六年<br>HK\$'000<br>港幣千元 |
|--|------------------------|-------------|-----------------------------------|
| <b>Revenue</b>   | <b>收益</b>              | 4           | 210,611                           |
| Other income   | 其他收入                   |             | 353                               |
| Staff costs  | 員工成本                   | 17          | (137,731)                         |
| Cost of production materials                               | 生產原料成本                 |             | (35,148)                          |
| Rental and utilities                                       | 租金及設施                  |             | (6,405)                           |
| Depreciation and amortisation                              | 折舊及攤銷                  |             | -                                 |
| Advertising and promotion                                  | 廣告及宣傳                  |             | (8,028)                           |
| Other operating expenses                                   | 其他經營開支                 |             | (34,884)                          |
| <b>Operating loss of discontinued operations</b>           | <b>已終止經營業務之經營虧損</b>    |             | (11,232)                          |
| Net finance income   | 財務收入淨額                 |             | 507                               |
| Share of losses of associates                              | 應佔聯營公司虧損               |             | (1)                               |
| <b>Loss before income tax from discontinued operations</b> | <b>已終止經營業務之除所得稅前虧損</b> |             | (10,726)                          |
| Income tax expense   | 所得稅開支                  |             | (2,273)                           |
|  |                        |             | (12,999)                          |
| Profit on disposal of subsidiaries                         | 出售附屬公司之盈利              | 32(iii)     | 1,421,731                         |
| <b>Profit for the year from discontinued operations</b>    | <b>已終止經營業務之全年盈利</b>    |             | 1,408,732                         |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 32. Discontinued operations (Continued)

#### (i) Analysis of the results of the discontinued operations is as follows: (Continued)

Operating profit of discontinued operations is stated after charging or crediting:

### 32. 已終止經營業務（續）

#### (i) 對已終止經營業務之業績分析如下：（續）

已終止經營業務之經營盈利經扣除及計入下列各項後列賬：

2016  
二零一六年  
HK\$'000  
港幣千元

| Charging  | 經扣除                 |     |
|---|---------------------|-----|
| Net loss on disposal of property, plant and equipment and intangible assets | 出售物業、機器及設備及無形資產之淨虧損 | 2   |
| Crediting   | 經計入                 |     |
| Interest income on bank deposits  | 銀行存款之利息收入           | 507 |

#### (ii) Analysis of the cash flows of discontinued operations: (ii) 已終止經營業務現金流量分析：

2016  
二零一六年  
HK\$'000  
港幣千元

|  |                |           |
|--|----------------|-----------|
| Operating activities                                     | 經營活動           | (8,152)   |
| Investing activities                                     | 投資活動           | (8,368)   |
| Financing activities                                     | 融資活動           | (459,367) |
| Net cash outflow attributable to discontinued operations | 已終止經營業務應佔淨現金流出 | (475,887) |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 綜合財務報表附註（續）

### 32. Discontinued operations (Continued)

### 32. 已終止經營業務（續）

#### (iii) Disposal of subsidiaries

#### (iii) 出售附屬公司

|   | Note<br>附註             | HK\$'000<br>港幣千元 |
|---|------------------------|------------------|
| <b>Net assets disposed of as at 5 April 2016:</b> | 於二零一六年四月五日之<br>已出售淨資產： |                  |
| Intangible assets                                 | 無形資產                   | 176,630          |
| Property, plant and equipment                     | 物業、機器及設備               | 406,024          |
| Defined benefit plan's assets                     | 界定利益計劃之資產              | 56,328           |
| Interests in associates                           | 聯營公司之權益                | 319              |
| Available for sale financial assets               | 可供出售之金融資產              | 11               |
| Deposit paid for property, plant and equipment    | 物業、機器及設備之已付按金          | 1,077            |
| Inventories                                       | 存貨                     | 14,849           |
| Accounts receivable                               | 應收款項                   | 229,574          |
| Prepayments, deposits and other receivables       | 預付費用、按金及其他應收款項         | 24,349           |
| Taxation recoverable                              | 可收回稅項                  | 1,800            |
| Cash and bank balances                            | 現金及銀行結餘                | 92,252           |
| Trade payables and accrued liabilities            | 貿易應付款項及應計負債            | (157,447)        |
| Amount due to an associate                        | 應付一家聯營公司款項             | (955)            |
| Subscription in advance                           | 預收訂閱費                  | (30,780)         |
| Loan from a non-controlling shareholder           | 非控制性股東之貸款              | (2,240)          |
| Deferred income tax liabilities                   | 遞延所得稅負債                | (63,266)         |
| Non-controlling interests                         | 非控制性權益                 | (35,705)         |
|   |                        | 712,820          |
| Translation reserve                               | 匯兌儲備                   | (4,341)          |
| Investment revaluation reserve                    | 投資重估儲備                 | 4                |
|   |                        | 708,483          |
| Expenses incurred on disposal                     | 出售產生開支                 | 3,094            |
|   |                        | 711,577          |
| Cash consideration                                | 現金代價                   | 2,133,308        |
| Profit on disposal of subsidiaries                | 出售附屬公司之盈利              | 32(i) 1,421,731  |

An analysis of net cash inflow in respect of the disposal of the subsidiaries is as follows:

有關出售附屬公司之淨現金流入分析如下：

|   |              | HK\$'000<br>港幣千元 |
|---|--------------|------------------|
| Cash consideration                                      | 現金代價         | 2,133,308        |
| Cash and bank balances disposed of                      | 出售現金及銀行結餘    | (92,252)         |
| Expenses incurred on disposal during the current period | 現期出售產生之開支    | (3,094)          |
| Net cash inflow in respect of disposal of subsidiaries  | 出售附屬公司之淨現金流入 | 2,037,962        |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### 綜合財務報表附註（續）

#### 33.Subsequent events

Please refer to Note 11 for details of the subsequent material event.

#### 34.Approval of the financial statements

The financial statements were approved by the Board of Directors on 26 March 2018.

#### 33.結算日後事項

有關結算日後重大事項之詳情，請參閱附註11。

#### 34.財務報表之批准

本財務報表已於二零一八年三月二十六日獲董事會批准。

# FIVE-YEAR FINANCIAL SUMMARY

## 五年財務摘要

### SELECTED FINANCIAL DATA

### 經揀選財務數據

|  |                   | Year ended 31 December<br>截至十二月三十一日止年度 |                                      |               |               |               |
|--|-------------------|--|--------------------------------------|---------------|---------------|---------------|
|  |                   | 2017<br>二零一七年                          | 2016<br>二零一六年<br>(Restated)<br>(經重列) | 2015<br>二零一五年 | 2014<br>二零一四年 | 2013<br>二零一三年 |
| (in HK\$ millions, unless otherwise stated)                          | (百萬港元，除另有說明外)     |  |                                      |               |               |               |
| <b>OPERATING RESULTS</b>   | <b>經營業績</b>       |  |                                      |               |               |               |
| Revenue  | 收益                | 123                                    | 92                                   | 53            | 47            | 1,147         |
| Adjusted operating profit*   | 經調整經營盈利*          | 44                                     | 32                                   | 35            | 31            | 161           |
| Fair value gain on investment properties                             | 投資物業公平值收益         | 221                                    | 118                                  | 191           | 11            | 87            |
| Operating profit   | 經營盈利              | 268                                    | 150                                  | 228           | 44            | 260           |
| Share of (losses)/profits of associates                              | 應佔聯營公司(虧損)/盈利     | (0)                                    | (1)                                  | (5)           | (9)           | 8             |
| Income tax expense   | 所得稅開支             | (12)                                   | (4)                                  | (5)           | (5)           | (27)          |
| Net profit attributable to shareholders from continuing operations   | 股東應佔來自持續經營業務之淨盈利  | 252                                    | 308                                  | 285           | 32            | N/A 不適用       |
| Net profit attributable to shareholders from discontinued operations | 股東應佔來自已終止經營業務之淨盈利 | -                                      | 1,408                                | 31            | 105           | N/A 不適用       |
| Net profit attributable to shareholders                              | 股東應佔淨盈利           | 252                                    | 1,716                                | 316           | 137           | 224           |
| <b>PER SHARE OF COMMON STOCK</b>                                     | <b>普通股每股</b>      |  |                                      |               |               |               |
| Adjusted operating profit per share (in HK cents)                    | 每股經調整經營盈利(港仙)     | 2.83                                   | 2.01                                 | 2.22          | 1.99          | 10.34         |
| Basic earnings per share (in HK cents)                               | 每股基本盈利(港仙)        | 15.89                                  | 109.49                               | 18.26         | 2.03          | 14.33         |
| Diluted adjusted operating profit per share (in HK cents)            | 每股攤薄經調整經營盈利(港仙)   | 2.83                                   | 2.01                                 | 2.22          | 1.99          | 10.33         |
| Diluted earnings per share (in HK cents)                             | 每股攤薄盈利(港仙)        | 15.89                                  | 109.49                               | 18.25         | 2.03          | 14.32         |
| Dividend per share (in HK cents)                                     | 每股股息(港仙)          | -                                      | -                                    | 2.80          | 6.00          | 6.20          |
| Net asset value per share (in HK\$)                                  | 每股淨資產(港元)         | 1.21                                   | 1.07                                 | 2.16          | 2.03          | 2.02          |
| <b>FINANCIAL POSITION</b>  | <b>財務狀況</b>       |  |                                      |               |               |               |
| Property, plant and equipment  | 物業、機器及設備          | 5                                      | 2                                    | 97            | 531           | 566           |
| Total assets   | 資產總值              | 3,363                                  | 1,715                                | 3,732         | 3,533         | 3,533         |
| Loan from a non-controlling shareholder                              | 來自一名非控制性股東之貸款     | -                                      | -                                    | 2             | 7             | -             |
| Total liabilities  | 負債總額              | (1,471)                                | (36)                                 | (358)         | (363)         | (378)         |
| Net assets attributable to shareholders                              | 股東應佔淨資產           | 1,892                                  | 1,679                                | 3,318         | 3,116         | 3,104         |
| Number of shares in issue  | 已發行股份數目           | 1,567,745,596                          | 1,567,745,596                        | 1,561,057,596 | 1,561,057,596 | 1,561,057,596 |
| <b>KEY RATIOS</b>  | <b>重要比率</b>       |  |                                      |               |               |               |
| Adjusted operating profit to revenue                                 | 經調整經營盈利佔收益比率      | 36%                                    | 34%                                  | 66%           | 66%           | 14%           |
| Return on average equity   | 平均股本回報率           | 14.09%                                 | 12.32%                               | 9%            | 1%            | 7%            |
| Return on average total assets                                       | 平均資產總值回報率         | 9.91%                                  | 11.30%                               | 8%            | 1%            | 7%            |
| Gearing  | 資產負債比率            | 41.1%                                  | -                                    | -             | -             | -             |
| Current assets to current liabilities                                | 流動資產對比流動負債        | 52.93%                                 | 4.35%                                | 4.69%         | 2.89%         | 2.61%         |

The financial results for media business for the years ended 31 December 2017 and 2016 were presented as discontinued operations. The figures for the years ended 31 December 2013, 2014 and 2015 have not been restated as they were not prepared using the principles of merger accounting and it would involve delay and expenses out of proportion to the benefit to shareholders.

截至二零一七年及二零一六年十二月三十一日止年度媒體業務之財務業績呈列為已終止經營業務。截至二零一三年、二零一四年及二零一五年十二月三十一日止年度之數字未經重列，乃由於其並非按合併會計原則編製且此舉會造成延誤及引致費用與股東利益不相稱。

\* Adjusted operating profit is defined as operating profit before other income and fair value gain on investment properties.

\* 經調整經營盈利界定為未計其他收入及投資物業公平值收益之經營盈利。



**長城環亞控股有限公司\***  
GREAT WALL PAN ASIA HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)  
(Stock Code 股份代號：583)

香港皇后大道中 99 號中環中心 65 樓 6507-6510 室  
Units 6507-6510, 65/F, The Center, 99 Queen's Road Central, Hong Kong  
[www.gwpaholdings.com](http://www.gwpaholdings.com)

\* For identification purpose only  
僅供識別

